

Exhibit M

Name	NoticeName	Address1	Address2	City	State	Zip
Broadridge	Receiving Dept	51 Mercedes Way		Edgewood	NY	11717
Mediant Communications	Stephanie Fitzhenry	109 N 5th St		Saddle Brook	NJ	07663
The Bank of New York Mellon	Beth Stiffler	525 William Penn Pl	Rm 300	Pittsburgh	PA	15259
The Depository Trust Co	Swabera Mohamed	570 Washington Blvd		Jersey City	NJ	07310

Exhibit N

Issuer	Description	CUSIP	ISIN
Residential Capital	6.875% Sr Unsecured Notes due on 6/30/2015	76113BAE9	US76113BAE92
Residential Capital	6.5% Sr Unsecured Notes due on 4/17/2013	76113BAR0	US76113BAR06
Residential Capital	6.5% Sr Unsecured Notes due on 6/1/2012	76114EAC6	US76114EAC66
Residential Capital	5.125% Sr Unsecured Notes due on 5/17/2012	none	XS0254758872
Residential Capital	6.375% Sr Unsecured Notes due on 5/17/2013	none	XS0254759920
Residential Capital	7.875% Sr Unsecured Notes due on 7/1/2014	none	XS0307841469

Exhibit O

Name	NoticeName	Address1	Address2	City	State	Zip
Ameriprise	Mike Kohler	2178 Ameriprise Financial Ctr		Minneapolis	MN	55474
Banc of Americas Securities LLC	Reorg	222 Broadway	27th Fl	New York	NY	10038
Barclays Bank Inc LE	Giovanna Laurella	70 Hudson St	7th Fl	Jersey City	NJ	07302-0000
Barclays Capital Inc	Teresa Woo	70 Hudson St	7th Fl	Jersey City	NJ	07302-0000
Barclays Capital Inc / Barclays Capital	Nellie Foo	200 Cedar Knolls Rd		Whippany	NJ	07981-0000
BNP Paribas NY Branch	Dean Galli	525 Washington Blvd	9th Fl	Jersey City	NJ	07310
BNY Mellon	Enis Suljic	525 William Penn Pl	Rm 300	Pittsburgh	PA	15259
Brown Brothers Harriman & Co	Corporate Actions	525 Washington Blvd	New Port Towers	Jersey City	NJ	07302-0000
Charles Schwab & Co Inc	Nancy Brim	2423 E Lincoln Dr	PHX PEAK 02 K130	Phoenix	AZ	85016
Citibank NA	Sandra Hernandez	3800 Citibank Center B3 12		Tampa	FL	33610
Citigroup Global Markets Inc Salomon	Brian Cotton	111 Wall St	6th Fl	New York	NY	10005
Credit Suisse Securities USA LLC	Adam Miranda	1 Madison Ave	2nd Fl	New York	NY	10010
Custodial Trust Co	Adriana Laramore	14201 Dallas Pkwy		Dallas	TX	75254
David Lerner Associates Inc	Larry Kampf	477 Jerico Turnpike		Syosset	NY	11791-9006
Deutsche Bank Securities Inc	Ira Kovins	Harborside Financial Ctr	100 Plaza One 2nd Fl - Corp Actions	Jersey City	NJ	07311-0000
Edward D Jones & Co	Nick Hummell	12555 Manchester Rd	CADD Dept	St Louis	MO	63131
ETrade Clearing LLC	Matt Freifeld	1981 Marcus Ave	Ste 100	Lake Success	NY	11042
First Clearing LLC	Finessa Rosson	One North Jefferson		St Louis	MO	63103
Goldman Sachs & Co	Gloria Lio	30 Hudson St		Jersey City	NJ	07302-4699
Goldman Sachs Bank USA	Christine Hartwig	30 Hudson St		Jersey City	NJ	07302-4699
Goldman Sachs Execution & Clearing	Andrew Warren	30 Hudson St		Jersey City	NJ	07302-4699
Interactive Broker Retail Equity Clearing	Ken Hayden	2 Pickwick Plz	2nd Fl	Greenwich	CT	06830-0000
J P Morgan Clearing Corp	Proxy Dept Manager	14201 Dallas Pkwy		Dallas	TX	75254
Janney Montgomery Scott LLC	Michael Tse	1717 Arch St	Dividend Reorg Dept 16th Fl	Philadelphia	PA	19103
JJB Hilliard WL Lyons Inc	Richard Gelles	500 W Jackson St	Ste 700	Louisville	KY	40202
JP Morgan Securities Inc Fixed	Jack Dickson	14201 N Dallas Tollway	12 th Fl	Dalls	TX	75254
JPMorgan Chase Bank NA	Reorg Dept	14201 Dallas Pkwy		Dallas	TX	75254
LPL Financial Corporation	Martha Strahan	4828 Parkway Plaza Blvd	Attn Corporate Actions	Charlotte	NC	28217
Manufacturers and Traders Trust Co	Stephen Schmidt	1 M & T Plz	8th Fl	Buffalo	NY	14203
Merrill Lynch Pierce Fenner & Smith	Corp Actions Notifications Jax	4804 Deer Lake Dr E	4th Fl Bldg 3	Jacksonville	FL	32246
Morgan Stanley & Co Inc	Michelle Ford	1300 Thames St	7th Floor	Baltimore	MD	21231
Morgan Stanley Smith Barney	Suzanne Mundle	Harborside Financial Ctr	230 Plaza Three 6th Fl	Jersey City	NJ	07311
National Financial Services	Lou Trezza	200 Liberty St		New York	NY	10281
Northern Trust Co	Stella Castaneda	801 S Canal St	Attn Capital Structures C1N	Chicago	IL	60607
Oppenheimer & Co Inc	Oscar Mazario	125 Broad St	15th Fl	New York	NY	10004
Optionsxpress Inc	Richard Trinh	311 W Monroe St	Ste 1000	Chicago	IL	60606
Pershing LLC Securities Corporation	Al Hernandez	1 Pershing Plz		Jersey City	NJ	07399-0000
Raymond James & Associates Inc	Mike Dillard	880 Carillion Pkwy	PO Box 12749	St Petersburg	FL	33716
RBC Capital Markets Corporation	Steve Schafer Jr	60 S 6th St	P09	Minneapolis	MN	55402-4400
Ridge Clearing & Outsourcing Solutions	Matt Freifeld	1981 Marcus Ave	Ste 100	Lake Success	NY	11042
Scottrade Inc	Terri Losche	12855 Flushing Meadows Dr		St Louis	MO	63131
State Street Bank and Trust Co	Sandra Polizio	Corp Actions JAB5E	1776 Heritage Dr	North Quincy	MA	02171-0000
Stifel Nicolaus & Co Inc	Chris Wiegand	501 N Broadway	7th Fl	St Louis	MO	63102
TD Ameritrade Clearing Inc	Mandi Foster	1005 Ameritrade Pl		Bellevue	NE	68005

Name	NoticeName	Address1	Address2	City	State	Zip
The Bank of New York Mellon/DBAG Lon	Donna Steinman	One Wall St		New York	NY	10286
Timber Hill LLC	Maria Tardio	1 Pickwick Plz		Greenwich	CT	06830-0000
UBS Financial Services LLC	Jane Flood	1200 Harbor Blvd		Weehawken	NJ	07086-0000
UBS Securities LLC	Michael Marciano	480 Washington Blvd		Jersey City	NJ	07310-0000
US Bank NA	Tim Randall	MK WI S302	1555 N Rivercenter Dr	Milwaukee	WI	53212
Vanguard Marketing Corporation	Kevin Scully	100 Vanguard Blvd		Malvern	PA	19355
Wells Fargo Bank National Association	Kevin St Louis	733 Marquette Ave	MAC N9306 057 5th Fl	Minneapolis	MN	55402

Exhibit P

Company	Email
Bank of America DTC #773	deborah.melendez@baml.com
Bank of America DTC #773	john.dolan@ml.com
Bank of America DTC #2251	tss.corporate.actions@bankofamerica.com
Barclays #229	caeventcreations@barclays.com
Barclays #229	nyvoluntary@barclays.com
BNP Paribas	NYK_DG_CORPORATE_ACTION@US.BNPPARIBAS.COM
BNY Mellon #954	Beth.Stiffler@bnymellon.com
Bloomberg	release@bloomberg.net
Broadridge	SpecialProcessing@broadridge.com
Brown Brothers	nj.mandatory.inbox@bbh.com
Citi #908	gts.caec.tpa@citi.com
Clearstream International SA	CA_Luxembourg@clearstream.com
Clearstream International SA	Carolyn.trebus@citi.com
Credit Suisse Securities (USA) LLC	list.nyevtintgrp@credit-suisse.com
Credit Suisse Securities (USA) LLC	raequel.packenham@credit-suisse.com
Credit Suisse Securities (USA) LLC	asset.servnotification@credit-suisse.com
Deutsche Bank Securities Inc	jaxca.notifications@db.com
Euroclear Bank S.A./N.V.	drit@euroclear.com
Foliofn Investments	proxyservices@folioinvesting.com
Goldman Sachs & Co	GS-as-ny-proxy@ny.email.gs.com
JPMorgan Chase Bank	JPMorganInformation.Services@JPMChase.com
Mediant Communications	documents@mediantonline.com
Mitsubishi UFJ Trust & Banking Corp #2932	corporateactions-dl@us.tr.mufig.jp
Morgan Stanley	usproxies@morganstanley.com
Morgan Stanley	proxy.balt@morganstanley.com
Morgan Stanley	cavsdom@morganstanley.com
Morgan Stanley	Raquel.Del.Monte@morganstanley.com
Morgan Stanley	revolny@morganstanley.com
Morgan Stanley	john.falco@morganstanley.com
Morgan Stanley	robert.cregan@morganstanley.com
Northern Trust Company	cs_notifications@ntrs.com
PNC Bank NA #2616	caspr@pnc.com
Royal Bank of Canada	donald.garcia@rbc.com
SEI PV/GWP #2663	gwsusopsscaincome@seic.com
SIS SegalInterSettle AG	corpactionsoverseas.group@sisclear.com
SIS SegalInterSettle AG	CABO.group@sisclear.com
Southwest Securities	aclark@swst.com
Southwest Securities	proxy@swst.com
State Street Bank and Trust Company	rjray@statestreet.com
State Street Bank and Trust Company	scpolizio@statestreet.com
State Street Bank and Trust Company	jkkyan@statestreet.com
State Street Bank and Trust Company	USCAResearch@statestreet.com
The Bank of New York Mellon	pgheventcreation@bnymellon.com
The Bank of New York Mellon	justin.whitehouse@bnymellon.com
The Bank of New York Mellon	brian.marnell@bnymellon.com
The Depository Trust Co	gcabusiness.support@dtcc.com
The Depository Trust Co	cscotto@dtcc.com
The Depository Trust Co	lensnotices@dtcc.com
The Depository Trust Co	mandatoryreorgannouncements@dtcc.com
UBS Securities LLC	OL-EVENTMANAGEMENT@ubs.com
UBS Securities LLC	thomas.torrillo@ubs.com

Exhibit Q

NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS CONTAINED IN THE MATERIALS MAILED WITH THIS BALLOT OR OTHER MATERIALS AUTHORIZED BY THE BANKRUPTCY COURT.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----)	
In re:	)	Case No. 12-12020 (MG)
)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u>,	)	Chapter 11
)	
Debtors.	)	Jointly Administered
-----)	

**BENEFICIAL HOLDER BALLOT FOR ACCEPTING OR
REJECTING THE JOINT CHAPTER 11 PLAN
PROPOSED BY RESIDENTIAL CAPITAL, LLC, ET AL. AND
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

CLASS R-4 — RESCAP UNSECURED CLAIMS (SENIOR UNSECURED NOTES CLAIMS)

**PLEASE READ AND FOLLOW THE ENCLOSED VOTING INSTRUCTIONS
FOR COMPLETING THIS BALLOT CAREFULLY BEFORE
COMPLETING THIS BALLOT.**

IN ORDER FOR YOUR VOTE TO BE COUNTED, ALL PRE-VALIDATED BENEFICIAL OWNER BALLOTS (INCLUDING MASTER BALLOTS CAST ON BEHALF OF BENEFICIAL OWNER BALLOTS THAT WERE NOT PRE-VALIDATED) MUST BE COMPLETED, EXECUTED AND RETURNED SO AS TO BE ACTUALLY RECEIVED BY KCC BY OCTOBER 21, 2013 AT 7:00 P.M. (EASTERN TIME) (THE “VOTING DEADLINE”) IN ACCORDANCE WITH THE FOLLOWING:

IF YOU RECEIVED A RETURN ENVELOPE ADDRESSED TO YOUR NOMINEE:¹

YOU MUST RETURN THIS BENEFICIAL OWNER BALLOT TO YOUR NOMINEE IN ACCORDANCE WITH THE ENCLOSED INSTRUCTIONS FROM YOUR NOMINEE, AND IN ANY EVENT, IN SUFFICIENT TIME TO PERMIT YOUR NOMINEE TO DELIVER A MASTER BALLOT INCLUDING YOUR VOTE TO KCC BY THE VOTING DEADLINE. PLEASE CONTACT YOUR NOMINEE WITH ANY QUESTIONS REGARDING THE DATE IT NEEDS TO RECEIVE YOUR BENEFICIAL OWNER BALLOT TO TIMELY SUBMIT THE MASTER BALLOT TO KCC.

IF YOU RECEIVED A RETURN ENVELOPE ADDRESSED TO KCC:

YOUR NOMINEE HAS PRE-VALIDATED THIS BENEFICIAL OWNER BALLOT. THEREFORE, YOU MUST RETURN THIS PRE-VALIDATED BENEFICIAL OWNER BALLOT DIRECTLY TO KCC SO IT IS **ACTUALLY RECEIVED** BY THE VOTING DEADLINE.

On August 23, 2013, the United States Bankruptcy Court for the Southern District of New York (the “**Court**”) signed an order (the “**Disclosure Statement Order**”) which approved the Disclosure Statement dated August 23, 2013 (as the same may be amended, modified, and/or supplemented, including all exhibits thereto, the “**Disclosure Statement**”) with respect to the *Joint Chapter 11 Plan Proposed By Residential Capital, LLC, et al. and the Official Committee of Unsecured Creditors* (as the same may be amended, modified, and/or supplemented, including all exhibits or supplements thereto, including the Plan Supplement, the “**Plan**”) and which establishes certain procedures for the solicitation and tabulation of votes to accept or reject the Plan. The Plan was filed by the above-captioned debtors and debtors-in-possession (the “**Debtors**”) and the Official Committee of Unsecured Creditors (the “**Committee**,” and together with the Debtors, the “**Plan Proponents**”) on August 23, 2013. The Plan is Exhibit 1 to the Disclosure Statement, which is part of the package that accompanies this Ballot (the “**Solicitation Package**”). The Court’s approval of the Disclosure Statement does not indicate approval of the Plan by the Court.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if it is accepted by the holders of at least two-thirds (2/3) in amount and more than one-half (1/2) in number of in each voting class that were voted to accept or reject the Plan, as applicable, and if the Plan otherwise satisfies the applicable requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained, the Bankruptcy Court nonetheless may confirm the Plan if it finds that the Plan (i) provides fair and equitable treatment to, and does not unfairly discriminate against, the Class or Classes rejecting the Plan and (ii) otherwise satisfies the requirements under section 1129(a) of the Bankruptcy Code.

You may wish to seek legal advice concerning the Plan and your classification and treatment under the Plan.

This Beneficial Owner Ballot is being sent to the Beneficial Owners of Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims). The Senior Unsecured Notes Claims consist of the following Senior Unsecured Notes issued under the Senior Unsecured Notes Indenture, dated as of June 24, 2005: (a) \$1,250,000,000 6.5% Notes due 2012, (b) \$1,750,000,000 6.5% Notes due 2013, (c) \$750,000,000 6.875% Notes due 2015, (e) €750,000,000 5.125% Notes due

¹ “**Nominee**” is the broker, dealer, commercial bank, trust company or other agent nominee holding Class R-4 Senior Unsecured Notes Claims on behalf of Beneficial Owners as record owners/holders. A “**Beneficial Owner**” means a beneficial owner of publicly-traded securities whose Claims have not been satisfied prior to the Voting Record Date (as defined below) pursuant to Bankruptcy Court order or otherwise, as reflected in the records maintained by the Nominees (or its own records if it holds such securities on its own behalf) holding Claims through Wilmington Trust as Senior Unsecured Notes Indenture Trustee for the Senior Unsecured Notes Issued by Residential Capital LLC.

2012, (f) £400,000,000 6.375% Notes due 2013, and (g) £400,000,000 7.875% Notes due 2014. If you hold Claims in other classes in which you are entitled to vote, you will receive a Ballot for each such other class.

Your rights are described in the Disclosure Statement, which was included in the Solicitation Package you are receiving with this Ballot (as well as the Plan, Disclosure Statement Order and certain other materials). If you received Solicitation Package materials in CD-ROM format and desire paper copies, or if you need to obtain additional solicitation materials, you may contact Kurtzman Carson Consultants LLC ("**KCC**") (a) at the ResCap restructuring website at www.kccllc.net/rescap, (b) upon request by mail to ResCap Balloting Center, c/o, KCC, 2335 Alaska Ave., El Segundo, California, 90245, (c) upon request by calling the ResCap restructuring hotline at (888) 251-2914, or (d) for a fee via PACER at www.nysb.uscourts.gov (a PACER login and password are required to access documents on the Court's website and can be obtained through the PACER Service Center at www.pacer.psc.uscourts.gov). Copies of the Plan and Disclosure Statement may also be examined by interested parties between the hours of 9:00 a.m. and 4:30 p.m. (Eastern Time) at the office of the Clerk of the Bankruptcy Court, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 511, New York, New York 10004.

IN THE EVENT NO HOLDER OF A CLAIM WITH RESPECT TO A SPECIFIC CLASS FOR A PARTICULAR DEBTOR TIMELY SUBMITS A BALLOT THAT COMPLIES WITH THE DISCLOSURE STATEMENT ORDER INDICATING ACCEPTANCE OR REJECTION OF THE PLAN, SUCH CLASS WILL BE DEEMED TO HAVE ACCEPTED THE PLAN.

ARTICLE IX OF THE PLAN CONTAINS RELEASE, EXCULPATION, AND INJUNCTION PROVISIONS, AND ARTICLE IX.D CONTAINS A THIRD PARTY RELEASE.

IF YOU: (1) VOTE TO ACCEPT THE PLAN, OR (2) FAIL TO TIMELY AND/OR PROPERLY SUBMIT A BALLOT, YOU WILL BE DEEMED TO HAVE CONSENTED TO THE THIRD PARTY RELEASE CONTAINED IN ARTICLE IX.D OF THE PLAN, THE EXCULPATION PROVISION CONTAINED IN ARTICLE IX.G OF THE PLAN, AND THE INJUNCTION PROVISION CONTAINED IN ARTICLE IX.H OF THE PLAN, EACH COPIED BELOW.

REGARDLESS AS TO HOW OR WHETHER YOU VOTED ON THE PLAN, IF THE PLAN IS CONFIRMED, THE RELEASE, EXCULPATION AND INJUNCTION PROVISIONS CONTAINED IN ARTICLE IX OF THE PLAN WILL BE BINDING UPON YOU. THUS, YOU ARE ADVISED TO REVIEW AND CONSIDER THE PLAN CAREFULLY BECAUSE YOUR RIGHTS MIGHT BE AFFECTED THEREUNDER.

VOTING INSTRUCTIONS

1. All capitalized terms used in the Ballot or these instructions but not otherwise defined therein shall have the meanings ascribed to them in the Plan or the Disclosure Statement Order, as applicable. In the event of a conflict between the Plan, the Ballot and the Disclosure Statement, the terms of the Plan shall control.
2. To ensure that your vote is counted, you must: (a) complete your Beneficial Owner Ballot in accordance with these instructions (and as explained in greater detail in the Confirmation Hearing Notice that was included in the Solicitation Package); (b) clearly indicate your decision either to accept or reject the Plan in the boxes provided in Item 2 of the Beneficial Owner Ballot; (c) review and complete Items 4 and 5 in accordance with the instructions therein; and (d) clearly sign and return an original of your Beneficial Owner Ballot to the address set forth on the enclosed pre-addressed envelope.
3. **Return of Beneficial Owner Ballots:** Your Beneficial Owner Ballot (if pre-validated) and/or the Master Ballot incorporating the vote cast on your Beneficial Owner Ballot **MUST** be returned to KCC so as to be **actually received** by KCC on or before the Voting Deadline, which is October 21, 2013, at 7:00 p.m. (Eastern Time). To ensure your vote is counted toward confirmation of the Plan, please read the following information carefully so

that you understand where your Beneficial Owner Ballot must be sent in order for it to be received before the Voting Deadline:

- (i) Pre-validated Beneficial Owner Ballot: If you received a Beneficial Owner Ballot and a return envelope addressed to KCC, you must return your completed Beneficial Owner Ballot directly to KCC so that it is **actually received** by KCC on or before the Voting Deadline.
- (ii) Not pre-validated Beneficial Owner Ballot: If you received a Beneficial Owner Ballot and a return envelope addressed to your Nominee, you must return your completed Beneficial Owner Ballot directly to your Nominee in sufficient time to permit your Nominee to deliver a Master Ballot including your vote to KCC by the Voting Deadline.

4. If a Master Ballot or pre-validated Beneficial Owner Ballot is received after the Voting Deadline and if the Voting Deadline is not extended, it will not be counted. Additionally, the following Beneficial Owner Ballots will NOT be counted:

- (i) Beneficial Owner Ballots sent to any of the Debtors, the Committee, the Debtors' agents (other than the pre-validated Beneficial Owner Ballots sent to KCC), the Committee's agents, any indenture trustee or the financial or legal advisors to the Debtors, the Committee or the indenture trustee;
- (ii) Beneficial Owner Ballots sent by facsimile, e-mail or any other electronic means;
- (iii) any Beneficial Owner Ballot that is illegible or contains insufficient information to permit the identification of the holder of the Claim;
- (iv) any Beneficial Owner Ballot cast by an entity that does not hold a Claim in a Class that is entitled to vote on the Plan;
- (v) any unsigned Beneficial Owner Ballot or Master Ballot; and/or
- (vi) any Beneficial Owner Ballot submitted by any entity not entitled to vote pursuant to the Disclosure Statement Order.

5. Beneficial Owner Ballots that indicate both acceptance and rejection of the Plan or indicate neither an acceptance nor rejection of the Plan will not be counted.

6. The method of delivery of Beneficial Owner Ballots to KCC or your Nominee is at the election and risk of each holder of a Claim. Except as otherwise provided herein, such delivery will be deemed made only when KCC **actually receives** the originally executed Beneficial Owner Ballot or Master Ballot incorporating the Beneficial Owner Ballot. Instead of effecting delivery by first-class mail, it is recommended, though not required, that holders use an overnight or hand delivery service. In all cases, holders should allow sufficient time to assure timely delivery.

7. If multiple Beneficial Owner Ballots are received from the same holder of a Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claim) with respect to the same Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claim) prior to the Voting Deadline, the last valid Beneficial Owner Ballot timely received will supersede and revoke any earlier received Beneficial Owner Ballots.

8. If you believe you received the wrong Ballot, or if you need additional Ballots, please immediately contact KCC.

9. This Ballot does not constitute, and shall not be deemed to be, a proof of claim or an assertion or admission of a Claim.

10. If you hold Claims in more than one class under the Plan, you may receive more than one Ballot for each different class. Each Ballot votes only your Claims indicated on that Ballot. Please complete and return each Ballot you receive.
11. Please be sure to sign and date your Ballot. If you are signing a Ballot in your capacity as a trustee, executor, administrator, guardian, attorney in fact, officer of a corporation or otherwise acting in a fiduciary or representative capacity, you must indicate such capacity when signing and, if required or requested by KCC, the Plan Proponents or the Court, must submit proper evidence to the requesting party to so act on behalf of such holder. In addition, please provide your name and mailing address if it is different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

PLEASE MAIL YOUR BALLOT PROMPTLY. FACSIMILE OR OTHER ELECTRONIC (INCLUDING E-MAIL) TRANSMISSION OF THIS BALLOT WILL NOT BE ACCEPTED.

IF YOU HAVE ANY QUESTIONS REGARDING THE BALLOT OR THE PROCEDURES GENERALLY, OR IF YOU NEED ADDITIONAL COPIES OF THE BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CALL KCC AT (877) 833-4150. PLEASE NOTE THAT KCC IS NOT AUTHORIZED TO, AND WILL NOT, PROVIDE LEGAL ADVICE.

THIS BALLOT IS TO BE USED BY BENEFICIAL OWNERS OF CLASS R-4 RESCAP UNSECURED CLAIMS (SENIOR UNSECURED NOTES CLAIMS). PLEASE COMPLETE, SIGN AND DATE THIS BALLOT AND RETURN IT IN THE ENCLOSED ENVELOPE.

ITEM 1. **Claim Amount for Voting Purposes.** The undersigned certifies that as of August 16, 2013 (the "**Voting Record Date**"), it held a Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claim) in the below amount:

- a. Claim Amount on account of dollar-denominated Senior Unsecured Notes:

\$ _____

ITEM 2. **Vote.** The holder of the Class R-4 ResCap Unsecured Claim (Senior Unsecured Notes Claim) that relates to this Ballot votes:

☐ to ACCEPT the Plan.

☐ to REJECT the Plan.

THE RELEASE IN ARTICLE IX.D OF THE PLAN PROVIDES:

ON AND AS OF THE EFFECTIVE DATE OF THE PLAN, THE HOLDERS OF CLAIMS AND EQUITY INTERESTS, SHALL BE DEEMED TO PROVIDE A FULL AND COMPLETE DISCHARGE AND RELEASE TO THE ALLY RELEASED PARTIES AND THEIR RESPECTIVE PROPERTY FROM ANY AND ALL CAUSES OF ACTION WHATSOEVER, WHETHER KNOWN OR UNKNOWN, ASSERTED OR UNASSERTED, DERIVATIVE OR DIRECT, FORESEEN OR UNFORESEEN, EXISTING OR HEREINAFTER ARISING, IN LAW, EQUITY, OR OTHERWISE, WHETHER FOR TORT, FRAUD, CONTRACT, VIOLATIONS OF FEDERAL OR STATE SECURITIES LAWS, VEIL PIERCING OR ALTER-EGO THEORIES OF LIABILITY, CONTRIBUTION, INDEMNIFICATION, JOINT LIABILITY, OR OTHERWISE, ARISING FROM OR RELATED IN ANY WAY TO THE DEBTORS, INCLUDING THOSE IN ANY WAY RELATED TO RMBS ISSUED AND/OR SOLD BY THE DEBTORS OR THEIR AFFILIATES AND/OR THE CHAPTER 11 CASES OR THE PLAN, AND ANY OBLIGATIONS UNDER THE DOJ/AG SETTLEMENT, THE CONSENT ORDER, AND THE ORDER OF ASSESSMENT.

ENTRY OF THE CONFIRMATION ORDER SHALL CONSTITUTE THE BANKRUPTCY COURT'S APPROVAL, UNDER SECTION 1123 OF THE BANKRUPTCY CODE AND BANKRUPTCY RULE 9019, OF THE THIRD PARTY RELEASE, AND FURTHER, SHALL CONSTITUTE THE BANKRUPTCY COURT'S FINDING THAT THIS THIRD PARTY RELEASE IS: (1) IN EXCHANGE FOR THE GOOD, VALUABLE AND SUBSTANTIAL CONSIDERATION PROVIDED BY THE ALLY RELEASED PARTIES; (2) IN THE BEST INTERESTS OF THE DEBTORS, THE ESTATES, THE LIQUIDATING TRUST AND ALL HOLDERS OF CLAIMS AND EQUITY INTERESTS; (3) FAIR, EQUITABLE AND REASONABLE; (4) GIVEN AND MADE AFTER DUE NOTICE AND OPPORTUNITY FOR A HEARING; (5) JUSTIFIED BY TRULY UNUSUAL CIRCUMSTANCES; (6) AN ESSENTIAL COMPONENT AND CRITICAL TO THE SUCCESS OF THE PLAN; (7) RESULTED IN DISTRIBUTIONS TO THE CREDITORS THAT WOULD OTHERWISE HAVE BEEN UNAVAILABLE; (8) THE RESULT OF AN IDENTITY OF INTEREST BETWEEN THE DEBTORS AND THE ALLY RELEASED PARTIES REGARDING THE PLAN; AND (9) A BAR TO ANY PARTY ASSERTING A CLAIM OR CAUSE OF ACTION RELEASED PURSUANT TO THIS THIRD PARTY RELEASE AGAINST ANY OF THE ALLY RELEASED PARTIES.

THE EXCULPATION IN ARTICLE IX.G OF THE PLAN PROVIDES:

THE EXCULPATED PARTIES SHALL NEITHER HAVE, NOR INCUR, ANY LIABILITY TO ANY ENTITY FOR ANY PRE-PETITION OR POST-PETITION ACT OR OMISSION TAKEN IN CONNECTION WITH, OR RELATED TO, FORMULATING, NEGOTIATING, PREPARING, DISSEMINATING, SOLICITING, IMPLEMENTING, ADMINISTERING, CONFIRMING, OR EFFECTING THE CONSUMMATION OF ANY PREPETITION PLAN SUPPORT AGREEMENTS, THE PLAN SUPPORT AGREEMENT, THE PLAN, THE DISCLOSURE STATEMENT, THE FGIC SETTLEMENT AGREEMENT, THE KESSLER SETTLEMENT AGREEMENT, THE RMBS SETTLEMENT, OR ANY CONTRACT, INSTRUMENT, RELEASE, OR OTHER AGREEMENT OR DOCUMENT CREATED OR ENTERED INTO IN CONNECTION WITH THE PLAN, PROVIDED, THAT THE FOREGOING PROVISIONS OF THIS EXCULPATION SHALL HAVE NO EFFECT ON THE LIABILITY OF ANY ENTITY THAT RESULTS FROM ANY SUCH ACT THAT IS DETERMINED IN A FINAL, NON-APPEALABLE ORDER TO HAVE CONSTITUTED GROSS NEGLIGENCE OR WILLFUL MISCONDUCT; PROVIDED, FURTHER, THAT THE EXCULPATED PARTIES SHALL BE ENTITLED TO RELY UPON THE ADVICE OF COUNSEL AND FINANCIAL ADVISORS CONCERNING HIS, HER, OR ITS DUTIES PURSUANT TO, OR IN CONNECTION WITH, ANY PREPETITION PLAN SUPPORT AGREEMENT, THE PLAN SUPPORT AGREEMENT, THE PLAN, THE DISCLOSURE STATEMENT, THE FGIC SETTLEMENT AGREEMENT, AND THE RMBS SETTLEMENT.

THE INJUNCTION IN ARTICLE IX.H OF THE PLAN PROVIDES:

EXCEPT AS OTHERWISE PROVIDED IN THE CONFIRMATION ORDER OR HEREIN AND IN ACCORDANCE WITH ARTICLE IX.E HEREOF, ALL ENTITIES, INCLUDING INVESTORS, WHO HAVE HELD, HOLD OR MAY HOLD CLAIMS, EQUITY INTERESTS, CAUSES OF ACTION OR LIABILITIES THAT CONSTITUTE RELEASED CLAIMS, ARE PERMANENTLY ENJOINED AND PRECLUDED, FROM AND AFTER THE EFFECTIVE DATE OF THE PLAN, FROM: (A) COMMENCING OR CONTINUING IN ANY MANNER OR ACTION OR OTHER PROCEEDING OF ANY KIND AGAINST ANY RELEASED PARTY WHETHER DIRECTLY, DERIVATIVELY OR OTHERWISE, ON ACCOUNT OF OR IN CONNECTION WITH OR WITH RESPECT TO ANY RELEASED CLAIMS; (B) ENFORCING, ATTACHING, COLLECTING OR RECOVERING BY ANY MANNER OR MEANS ANY JUDGMENT, AWARD, DECREE OR ORDER AGAINST ANY RELEASED PARTY ON ACCOUNT OF OR IN CONNECTION WITH OR WITH RESPECT TO ANY RELEASED CLAIMS; (C) CREATING, PERFECTING OR ENFORCING ANY LIEN (OTHER THAN ANY CHARGING LIEN OF A TRUSTEE UNDER ITS RESPECTIVE INDENTURE), CLAIM OR

ENCUMBRANCE OF ANY KIND AGAINST ANY RELEASED PARTY ON ACCOUNT OF OR IN CONNECTION WITH OR WITH RESPECT TO ANY RELEASED CLAIMS; (D) ASSERTING ANY RIGHT TO SETOFF, SUBROGATION OR RECOUPMENT OF ANY KIND AGAINST ANY OBLIGATION DUE FROM ANY RELEASED PARTY ON ACCOUNT OF OR IN CONNECTION WITH OR WITH RESPECT TO ANY RELEASED CLAIMS UNLESS SUCH HOLDER HAS FILED A MOTION REQUESTING THE RIGHT TO PERFORM SUCH SETOFF ON OR BEFORE THE CONFIRMATION DATE, AND NOTWITHSTANDING ANY INDICATION IN A PROOF OF CLAIM OR EQUITY INTEREST OR OTHERWISE THAT SUCH HOLDER ASSERTS, HAS OR INTENDS TO PRESERVE ANY RIGHT OF SETOFF PURSUANT TO SECTION 553 OF THE BANKRUPTCY CODE OR OTHERWISE; (E) COMMENCING OR CONTINUING IN ANY MANNER OR ACTION OR OTHER PROCEEDING OF ANY KIND AGAINST ANY RELEASED PARTY ON ACCOUNT OF OR IN CONNECTION WITH OR WITH RESPECT TO ANY RELEASED CLAIMS; AND (F) SEEKING RELIEF OR COLLECTING JUDGMENTS ON AN INVESTOR-RELATED SECURITIES CLAIM IN A MANNER THAT FAILS TO CONFORM WITH THE TERMS OF THE JUDGMENT REDUCTION PROVISION SET FORTH IN THE PLAN AND THE CONFIRMATION ORDER; PROVIDED, THAT NOTHING CONTAINED HEREIN SHALL BE CONSTRUED TO PREVENT ANY ENTITY FROM OBJECTING TO CLAIMS OR DEFENDING AGAINST CLAIMS OBJECTIONS OR COLLECTION ACTIONS WHETHER BY ASSERTING A RIGHT OF SETOFF OR OTHERWISE TO THE EXTENT PERMITTED BY LAW. SUCH INJUNCTION SHALL EXTEND TO THE SUCCESSORS OF THE LIQUIDATING TRUST, IF ANY, AND TO THEIR RESPECTIVE PROPERTIES AND INTERESTS IN PROPERTY. ANY PERSON INJURED BY ANY WILLFUL VIOLATION OF THIS INJUNCTION SHALL BE ENTITLED TO RECOVER ACTUAL DAMAGES, INCLUDING COSTS AND ATTORNEYS' FEES AND, IN APPROPRIATE CIRCUMSTANCES, MAY RECOVER PUNITIVE DAMAGES FROM THE WILLFUL VIOLATOR.

ITEM 3. **Certifications as to Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims).** By completing and returning this Beneficial Owner Ballot, the undersigned Beneficial Owner certifies that either (1) it has not submitted any other Ballots for other Class R-4 ResCap Unsecured Claim (Senior Unsecured Notes Claims) held in other accounts or other record names, or (2) it has provided the information specified in the following table for all other Class R-4 ResCap Unsecured Claim (Senior Unsecured Notes Claims) for which it has submitted additional Beneficial Owner Ballots, each of which indicates the same vote to accept or reject the Plan (please use additional sheets of paper if necessary):

ONLY COMPLETE THIS SECTION IF YOU
HAVE VOTED OTHER CLASS R-4 RESCAP UNSECURED CLAIMS
(SENIOR UNSECURED NOTES CLAIMS) ON A BENEFICIAL
OWNER BALLOT OTHER THAN THIS BENEFICIAL OWNER BALLOT.

Account Number with other Nominee (if applicable)	Name of Registered Holder or Other Nominee (if applicable)	ISIN or CUSIP of Other Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes) Voted	Principal Amount of Other Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes) Claims Voted

ITEM 4. **Certification.** By signing this Ballot, the holder of the Class R-4 ResCap Unsecured Claim (Senior Unsecured Notes Claims) certifies that it:

- a. is the holder of the Class R-4 ResCap Unsecured Claim (Senior Unsecured Notes Claims) to which this Ballot pertains;
- b. has been provided with a copy of the Plan, Disclosure Statement and the Disclosure Statement Order and acknowledges that the vote set forth on this Ballot is subject to all the terms and conditions set forth in the Plan, Disclosure Statement, and the Disclosure Statement Order; and
- c. has not submitted any other Ballots relating to the Class R-4 ResCap Unsecured Claim (Senior Unsecured Notes Claims) that are inconsistent with the votes as set forth in this Ballot or that, as limited by the terms of the Disclosure Statement Order and the instructions attached hereto, if such other Ballots were previously submitted, they either have been or are hereby revoked or changed to reflect the vote set forth herein.

Name of Claim Holder (Print or Type): _____

Nominee: _____

Social Security or Federal Tax I.D. No.
(Optional): _____

Signature: _____

Name of Signatory: _____

If Authorized Agent of Claimant, Title of
Agent: _____

Street Address: _____

City, State, and Zip Code: _____

Telephone Number: _____

Email Address (if any): _____

Date Completed: _____

The Debtors will pay each Nominee's requested reasonable, documented costs and expenses associated with the distribution of copies of the Beneficial Owner Ballot and Solicitation Packages to the Beneficial Owners of the Senior Unsecured Notes Claims and tabulation of the Beneficial Owner Ballots. This Ballot is not a letter of transmittal and may not be used for any purpose other than to cast votes to accept or reject the Plan. Holders should not surrender, at this time, certificates representing their securities. KCC will not accept delivery of any such certificates surrendered together with this Ballot. Moreover, this Ballot shall not constitute or be deemed to be a proof of claim or equity interest or an assertion of a claim or equity interest.

**PLEASE COMPLETE, SIGN AND DATE THIS BENEFICIAL OWNER
BALLOT AND RETURN IT PROMPTLY IN THE ENVELOPE PROVIDED.**

**IF KCC DOES NOT ACTUALLY RECEIVE THIS BENEFICIAL OWNER BALLOT (IF PRE-VALIDATED)
OR THE MASTER BALLOT INCORPORATING THE VOTE CAST BY THIS BENEFICIAL OWNER
BALLOT ON OR BEFORE THE VOTING DEADLINE (AND IF THE VOTING DEADLINE IS NOT
EXTENDED), YOUR VOTE TRANSMITTED BY THIS BENEFICIAL OWNER BALLOT WILL NOT BE
COUNTED TOWARD CONFIRMATION.**

**IF YOU HAVE QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, OR IF YOU
NEED AN ADDITIONAL BALLOT OR ADDITIONAL COPIES OF THE DISCLOSURE STATEMENT OR
OTHER ENCLOSED MATERIALS, PLEASE CALL KCC AT (877)-833-4150.**

Exhibit R

NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS CONTAINED IN THE MATERIALS MAILED WITH THIS BALLOT OR OTHER MATERIALS AUTHORIZED BY THE BANKRUPTCY COURT.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----)	
In re:	)	Case No. 12-12020 (MG)
)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u>,	)	Chapter 11
)	
Debtors.	)	Jointly Administered
-----)	

**BENEFICIAL HOLDER BALLOT FOR ACCEPTING OR
REJECTING THE JOINT CHAPTER 11 PLAN
PROPOSED BY RESIDENTIAL CAPITAL, LLC, ET AL. AND
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

CLASS R-4 — RESCAP UNSECURED CLAIMS (SENIOR UNSECURED NOTES CLAIMS)

**PLEASE READ AND FOLLOW THE ENCLOSED VOTING INSTRUCTIONS
FOR COMPLETING THIS BALLOT CAREFULLY BEFORE
COMPLETING THIS BALLOT.**

IN ORDER FOR YOUR VOTE TO BE COUNTED, ALL PRE-VALIDATED BENEFICIAL OWNER BALLOTS (INCLUDING MASTER BALLOTS CAST ON BEHALF OF BENEFICIAL OWNER BALLOTS THAT WERE NOT PRE-VALIDATED) MUST BE COMPLETED, EXECUTED AND RETURNED SO AS TO BE ACTUALLY RECEIVED BY KCC BY OCTOBER 21, 2013 AT 7:00 P.M. (EASTERN TIME) (THE “VOTING DEADLINE”) IN ACCORDANCE WITH THE FOLLOWING:

IF YOU RECEIVED A RETURN ENVELOPE ADDRESSED TO YOUR NOMINEE:¹

YOU MUST RETURN THIS BENEFICIAL OWNER BALLOT TO YOUR NOMINEE IN ACCORDANCE WITH THE ENCLOSED INSTRUCTIONS FROM YOUR NOMINEE, AND IN ANY EVENT, IN SUFFICIENT TIME TO PERMIT YOUR NOMINEE TO DELIVER A MASTER BALLOT INCLUDING YOUR VOTE TO KCC BY THE VOTING DEADLINE. PLEASE CONTACT YOUR NOMINEE WITH ANY QUESTIONS REGARDING THE DATE IT NEEDS TO RECEIVE YOUR BENEFICIAL OWNER BALLOT TO TIMELY SUBMIT THE MASTER BALLOT TO KCC.

IF YOU RECEIVED A RETURN ENVELOPE ADDRESSED TO KCC:

YOUR NOMINEE HAS PRE-VALIDATED THIS BENEFICIAL OWNER BALLOT. THEREFORE, YOU MUST RETURN THIS PRE-VALIDATED BENEFICIAL OWNER BALLOT DIRECTLY TO KCC SO IT IS **ACTUALLY RECEIVED** BY THE VOTING DEADLINE.

On August 23, 2013, the United States Bankruptcy Court for the Southern District of New York (the “**Court**”) signed an order (the “**Disclosure Statement Order**”) which approved the Disclosure Statement dated August 23, 2013 (as the same may be amended, modified, and/or supplemented, including all exhibits thereto, the “**Disclosure Statement**”) with respect to the *Joint Chapter 11 Plan Proposed By Residential Capital, LLC, et al. and the Official Committee of Unsecured Creditors* (as the same may be amended, modified, and/or supplemented, including all exhibits or supplements thereto, including the Plan Supplement, the “**Plan**”) and which establishes certain procedures for the solicitation and tabulation of votes to accept or reject the Plan. The Plan was filed by the above-captioned debtors and debtors-in-possession (the “**Debtors**”) and the Official Committee of Unsecured Creditors (the “**Committee**,” and together with the Debtors, the “**Plan Proponents**”) on August 23, 2013. The Plan is Exhibit 1 to the Disclosure Statement, which is part of the package that accompanies this Ballot (the “**Solicitation Package**”). The Court’s approval of the Disclosure Statement does not indicate approval of the Plan by the Court.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if it is accepted by the holders of at least two-thirds (2/3) in amount and more than one-half (1/2) in number of in each voting class that were voted to accept or reject the Plan, as applicable, and if the Plan otherwise satisfies the applicable requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained, the Bankruptcy Court nonetheless may confirm the Plan if it finds that the Plan (i) provides fair and equitable treatment to, and does not unfairly discriminate against, the Class or Classes rejecting the Plan and (ii) otherwise satisfies the requirements under section 1129(a) of the Bankruptcy Code.

You may wish to seek legal advice concerning the Plan and your classification and treatment under the Plan.

This Beneficial Owner Ballot is being sent to the Beneficial Owners of Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims). The Senior Unsecured Notes Claims consist of the following Senior Unsecured Notes issued under the Senior Unsecured Notes Indenture, dated as of June 24, 2005: (a) \$1,250,000,000 6.5% Notes due 2012, (b) \$1,750,000,000 6.5% Notes due 2013, (c) \$750,000,000 6.875% Notes due 2015, (e) €750,000,000 5.125% Notes due

¹ “**Nominee**” is the broker, dealer, commercial bank, trust company or other agent nominee holding Class R-4 Senior Unsecured Notes Claims on behalf of Beneficial Owners as record owners/holders. A “**Beneficial Owner**” means a beneficial owner of publicly-traded securities whose Claims have not been satisfied prior to the Voting Record Date (as defined below) pursuant to Bankruptcy Court order or otherwise, as reflected in the records maintained by the Nominees (or its own records if it holds such securities on its own behalf) holding Claims through Wilmington Trust as Senior Unsecured Notes Indenture Trustee for the Senior Unsecured Notes Issued by Residential Capital LLC.

2012, (f) £400,000,000 6.375% Notes due 2013, and (g) £400,000,000 7.875% Notes due 2014. If you hold Claims in other classes in which you are entitled to vote, you will receive a Ballot for each such other class.

Your rights are described in the Disclosure Statement, which was included in the Solicitation Package you are receiving with this Ballot (as well as the Plan, Disclosure Statement Order and certain other materials). If you received Solicitation Package materials in CD-ROM format and desire paper copies, or if you need to obtain additional solicitation materials, you may contact Kurtzman Carson Consultants LLC ("**KCC**") (a) at the ResCap restructuring website at www.kccllc.net/rescap, (b) upon request by mail to ResCap Balloting Center, c/o, KCC, 2335 Alaska Ave., El Segundo, California, 90245, (c) upon request by calling the ResCap restructuring hotline at (888) 251-2914, or (d) for a fee via PACER at www.nysb.uscourts.gov (a PACER login and password are required to access documents on the Court's website and can be obtained through the PACER Service Center at www.pacer.psc.uscourts.gov). Copies of the Plan and Disclosure Statement may also be examined by interested parties between the hours of 9:00 a.m. and 4:30 p.m. (Eastern Time) at the office of the Clerk of the Bankruptcy Court, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 511, New York, New York 10004.

IN THE EVENT NO HOLDER OF A CLAIM WITH RESPECT TO A SPECIFIC CLASS FOR A PARTICULAR DEBTOR TIMELY SUBMITS A BALLOT THAT COMPLIES WITH THE DISCLOSURE STATEMENT ORDER INDICATING ACCEPTANCE OR REJECTION OF THE PLAN, SUCH CLASS WILL BE DEEMED TO HAVE ACCEPTED THE PLAN.

ARTICLE IX OF THE PLAN CONTAINS RELEASE, EXCULPATION, AND INJUNCTION PROVISIONS, AND ARTICLE IX.D CONTAINS A THIRD PARTY RELEASE.

IF YOU: (1) VOTE TO ACCEPT THE PLAN, OR (2) FAIL TO TIMELY AND/OR PROPERLY SUBMIT A BALLOT, YOU WILL BE DEEMED TO HAVE CONSENTED TO THE THIRD PARTY RELEASE CONTAINED IN ARTICLE IX.D OF THE PLAN, THE EXCULPATION PROVISION CONTAINED IN ARTICLE IX.G OF THE PLAN, AND THE INJUNCTION PROVISION CONTAINED IN ARTICLE IX.H OF THE PLAN, EACH COPIED BELOW.

REGARDLESS AS TO HOW OR WHETHER YOU VOTED ON THE PLAN, IF THE PLAN IS CONFIRMED, THE RELEASE, EXCULPATION AND INJUNCTION PROVISIONS CONTAINED IN ARTICLE IX OF THE PLAN WILL BE BINDING UPON YOU. THUS, YOU ARE ADVISED TO REVIEW AND CONSIDER THE PLAN CAREFULLY BECAUSE YOUR RIGHTS MIGHT BE AFFECTED THEREUNDER.

VOTING INSTRUCTIONS

1. All capitalized terms used in the Ballot or these instructions but not otherwise defined therein shall have the meanings ascribed to them in the Plan or the Disclosure Statement Order, as applicable. In the event of a conflict between the Plan, the Ballot and the Disclosure Statement, the terms of the Plan shall control.
2. To ensure that your vote is counted, you must: (a) complete your Beneficial Owner Ballot in accordance with these instructions (and as explained in greater detail in the Confirmation Hearing Notice that was included in the Solicitation Package); (b) clearly indicate your decision either to accept or reject the Plan in the boxes provided in Item 2 of the Beneficial Owner Ballot; (c) review and complete Items 4 and 5 in accordance with the instructions therein; and (d) clearly sign and return an original of your Beneficial Owner Ballot to the address set forth on the enclosed pre-addressed envelope.
3. **Return of Beneficial Owner Ballots:** Your Beneficial Owner Ballot (if pre-validated) and/or the Master Ballot incorporating the vote cast on your Beneficial Owner Ballot **MUST** be returned to KCC so as to be **actually received** by KCC on or before the Voting Deadline, which is October 21, 2013, at 7:00 p.m. (Eastern Time). To ensure your vote is counted toward confirmation of the Plan, please read the following information carefully so

that you understand where your Beneficial Owner Ballot must be sent in order for it to be received before the Voting Deadline:

- (i) Pre-validated Beneficial Owner Ballot: If you received a Beneficial Owner Ballot and a return envelope addressed to KCC, you must return your completed Beneficial Owner Ballot directly to KCC so that it is **actually received** by KCC on or before the Voting Deadline.
- (ii) Not pre-validated Beneficial Owner Ballot: If you received a Beneficial Owner Ballot and a return envelope addressed to your Nominee, you must return your completed Beneficial Owner Ballot directly to your Nominee in sufficient time to permit your Nominee to deliver a Master Ballot including your vote to KCC by the Voting Deadline.

4. If a Master Ballot or pre-validated Beneficial Owner Ballot is received after the Voting Deadline and if the Voting Deadline is not extended, it will not be counted. Additionally, the following Beneficial Owner Ballots will NOT be counted:

- (i) Beneficial Owner Ballots sent to any of the Debtors, the Committee, the Debtors' agents (other than the pre-validated Beneficial Owner Ballots sent to KCC), the Committee's agents, any indenture trustee or the financial or legal advisors to the Debtors, the Committee or the indenture trustee;
- (ii) Beneficial Owner Ballots sent by facsimile, e-mail or any other electronic means;
- (iii) any Beneficial Owner Ballot that is illegible or contains insufficient information to permit the identification of the holder of the Claim;
- (iv) any Beneficial Owner Ballot cast by an entity that does not hold a Claim in a Class that is entitled to vote on the Plan;
- (v) any unsigned Beneficial Owner Ballot or Master Ballot; and/or
- (vi) any Beneficial Owner Ballot submitted by any entity not entitled to vote pursuant to the Disclosure Statement Order.

5. Beneficial Owner Ballots that indicate both acceptance and rejection of the Plan or indicate neither an acceptance nor rejection of the Plan will not be counted.

6. The method of delivery of Beneficial Owner Ballots to KCC or your Nominee is at the election and risk of each holder of a Claim. Except as otherwise provided herein, such delivery will be deemed made only when KCC **actually receives** the originally executed Beneficial Owner Ballot or Master Ballot incorporating the Beneficial Owner Ballot. Instead of effecting delivery by first-class mail, it is recommended, though not required, that holders use an overnight or hand delivery service. In all cases, holders should allow sufficient time to assure timely delivery.

7. If multiple Beneficial Owner Ballots are received from the same holder of a Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claim) with respect to the same Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claim) prior to the Voting Deadline, the last valid Beneficial Owner Ballot timely received will supersede and revoke any earlier received Beneficial Owner Ballots.

8. If you believe you received the wrong Ballot, or if you need additional Ballots, please immediately contact KCC.

9. This Ballot does not constitute, and shall not be deemed to be, a proof of claim or an assertion or admission of a Claim.

10. If you hold Claims in more than one class under the Plan, you may receive more than one Ballot for each different class. Each Ballot votes only your Claims indicated on that Ballot. Please complete and return each Ballot you receive.
11. Please be sure to sign and date your Ballot. If you are signing a Ballot in your capacity as a trustee, executor, administrator, guardian, attorney in fact, officer of a corporation or otherwise acting in a fiduciary or representative capacity, you must indicate such capacity when signing and, if required or requested by KCC, the Plan Proponents or the Court, must submit proper evidence to the requesting party to so act on behalf of such holder. In addition, please provide your name and mailing address if it is different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

PLEASE MAIL YOUR BALLOT PROMPTLY. FACSIMILE OR OTHER ELECTRONIC (INCLUDING E-MAIL) TRANSMISSION OF THIS BALLOT WILL NOT BE ACCEPTED.

IF YOU HAVE ANY QUESTIONS REGARDING THE BALLOT OR THE PROCEDURES GENERALLY, OR IF YOU NEED ADDITIONAL COPIES OF THE BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CALL KCC AT (877) 833-4150. PLEASE NOTE THAT KCC IS NOT AUTHORIZED TO, AND WILL NOT, PROVIDE LEGAL ADVICE.

THIS BALLOT IS TO BE USED BY BENEFICIAL OWNERS OF CLASS R-4 RESCAP UNSECURED CLAIMS (SENIOR UNSECURED NOTES CLAIMS). PLEASE COMPLETE, SIGN AND DATE THIS BALLOT AND RETURN IT IN THE ENCLOSED ENVELOPE.

ITEM 1. **Claim Amount for Voting Purposes.** The undersigned certifies that as of August 16, 2013 (the "**Voting Record Date**"), it held a Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claim) in the below amount:

- a. Claim Amount on account of dollar-denominated Senior Unsecured Notes:

\$ _____

ITEM 2. **Vote.** The holder of the Class R-4 ResCap Unsecured Claim (Senior Unsecured Notes Claim) that relates to this Ballot votes:

☐ to **ACCEPT** the Plan.

☐ to **REJECT** the Plan.

THE RELEASE IN ARTICLE IX.D OF THE PLAN PROVIDES:

ON AND AS OF THE EFFECTIVE DATE OF THE PLAN, THE HOLDERS OF CLAIMS AND EQUITY INTERESTS, SHALL BE DEEMED TO PROVIDE A FULL AND COMPLETE DISCHARGE AND RELEASE TO THE ALLY RELEASED PARTIES AND THEIR RESPECTIVE PROPERTY FROM ANY AND ALL CAUSES OF ACTION WHATSOEVER, WHETHER KNOWN OR UNKNOWN, ASSERTED OR UNASSERTED, DERIVATIVE OR DIRECT, FORESEEN OR UNFORESEEN, EXISTING OR HEREINAFTER ARISING, IN LAW, EQUITY, OR OTHERWISE, WHETHER FOR TORT, FRAUD, CONTRACT, VIOLATIONS OF FEDERAL OR STATE SECURITIES LAWS, VEIL PIERCING OR ALTER-EGO THEORIES OF LIABILITY, CONTRIBUTION, INDEMNIFICATION, JOINT LIABILITY, OR OTHERWISE, ARISING FROM OR RELATED IN ANY WAY TO THE DEBTORS, INCLUDING THOSE IN ANY WAY RELATED TO RMBS ISSUED AND/OR SOLD BY THE DEBTORS OR THEIR AFFILIATES AND/OR THE CHAPTER 11 CASES OR THE PLAN, AND ANY OBLIGATIONS UNDER THE DOJ/AG SETTLEMENT, THE CONSENT ORDER, AND THE ORDER OF ASSESSMENT.

ENTRY OF THE CONFIRMATION ORDER SHALL CONSTITUTE THE BANKRUPTCY COURT'S APPROVAL, UNDER SECTION 1123 OF THE BANKRUPTCY CODE AND BANKRUPTCY RULE 9019, OF THE THIRD PARTY RELEASE, AND FURTHER, SHALL CONSTITUTE THE BANKRUPTCY COURT'S FINDING THAT THIS THIRD PARTY RELEASE IS: (1) IN EXCHANGE FOR THE GOOD, VALUABLE AND SUBSTANTIAL CONSIDERATION PROVIDED BY THE ALLY RELEASED PARTIES; (2) IN THE BEST INTERESTS OF THE DEBTORS, THE ESTATES, THE LIQUIDATING TRUST AND ALL HOLDERS OF CLAIMS AND EQUITY INTERESTS; (3) FAIR, EQUITABLE AND REASONABLE; (4) GIVEN AND MADE AFTER DUE NOTICE AND OPPORTUNITY FOR A HEARING; (5) JUSTIFIED BY TRULY UNUSUAL CIRCUMSTANCES; (6) AN ESSENTIAL COMPONENT AND CRITICAL TO THE SUCCESS OF THE PLAN; (7) RESULTED IN DISTRIBUTIONS TO THE CREDITORS THAT WOULD OTHERWISE HAVE BEEN UNAVAILABLE; (8) THE RESULT OF AN IDENTITY OF INTEREST BETWEEN THE DEBTORS AND THE ALLY RELEASED PARTIES REGARDING THE PLAN; AND (9) A BAR TO ANY PARTY ASSERTING A CLAIM OR CAUSE OF ACTION RELEASED PURSUANT TO THIS THIRD PARTY RELEASE AGAINST ANY OF THE ALLY RELEASED PARTIES.

THE EXCULPATION IN ARTICLE IX.G OF THE PLAN PROVIDES:

THE EXCULPATED PARTIES SHALL NEITHER HAVE, NOR INCUR, ANY LIABILITY TO ANY ENTITY FOR ANY PRE-PETITION OR POST-PETITION ACT OR OMISSION TAKEN IN CONNECTION WITH, OR RELATED TO, FORMULATING, NEGOTIATING, PREPARING, DISSEMINATING, SOLICITING, IMPLEMENTING, ADMINISTERING, CONFIRMING, OR EFFECTING THE CONSUMMATION OF ANY PREPETITION PLAN SUPPORT AGREEMENTS, THE PLAN SUPPORT AGREEMENT, THE PLAN, THE DISCLOSURE STATEMENT, THE FGIC SETTLEMENT AGREEMENT, THE KESSLER SETTLEMENT AGREEMENT, THE RMBS SETTLEMENT, OR ANY CONTRACT, INSTRUMENT, RELEASE, OR OTHER AGREEMENT OR DOCUMENT CREATED OR ENTERED INTO IN CONNECTION WITH THE PLAN, PROVIDED, THAT THE FOREGOING PROVISIONS OF THIS EXCULPATION SHALL HAVE NO EFFECT ON THE LIABILITY OF ANY ENTITY THAT RESULTS FROM ANY SUCH ACT THAT IS DETERMINED IN A FINAL, NON-APPEALABLE ORDER TO HAVE CONSTITUTED GROSS NEGLIGENCE OR WILLFUL MISCONDUCT; PROVIDED, FURTHER, THAT THE EXCULPATED PARTIES SHALL BE ENTITLED TO RELY UPON THE ADVICE OF COUNSEL AND FINANCIAL ADVISORS CONCERNING HIS, HER, OR ITS DUTIES PURSUANT TO, OR IN CONNECTION WITH, ANY PREPETITION PLAN SUPPORT AGREEMENT, THE PLAN SUPPORT AGREEMENT, THE PLAN, THE DISCLOSURE STATEMENT, THE FGIC SETTLEMENT AGREEMENT, AND THE RMBS SETTLEMENT.

THE INJUNCTION IN ARTICLE IX.H OF THE PLAN PROVIDES:

EXCEPT AS OTHERWISE PROVIDED IN THE CONFIRMATION ORDER OR HEREIN AND IN ACCORDANCE WITH ARTICLE IX.E HEREOF, ALL ENTITIES, INCLUDING INVESTORS, WHO HAVE HELD, HOLD OR MAY HOLD CLAIMS, EQUITY INTERESTS, CAUSES OF ACTION OR LIABILITIES THAT CONSTITUTE RELEASED CLAIMS, ARE PERMANENTLY ENJOINED AND PRECLUDED, FROM AND AFTER THE EFFECTIVE DATE OF THE PLAN, FROM: (A) COMMENCING OR CONTINUING IN ANY MANNER OR ACTION OR OTHER PROCEEDING OF ANY KIND AGAINST ANY RELEASED PARTY WHETHER DIRECTLY, DERIVATIVELY OR OTHERWISE, ON ACCOUNT OF OR IN CONNECTION WITH OR WITH RESPECT TO ANY RELEASED CLAIMS; (B) ENFORCING, ATTACHING, COLLECTING OR RECOVERING BY ANY MANNER OR MEANS ANY JUDGMENT, AWARD, DECREE OR ORDER AGAINST ANY RELEASED PARTY ON ACCOUNT OF OR IN CONNECTION WITH OR WITH RESPECT TO ANY RELEASED CLAIMS; (C) CREATING, PERFECTING OR ENFORCING ANY LIEN (OTHER THAN ANY CHARGING LIEN OF A TRUSTEE UNDER ITS RESPECTIVE INDENTURE), CLAIM OR

ENCUMBRANCE OF ANY KIND AGAINST ANY RELEASED PARTY ON ACCOUNT OF OR IN CONNECTION WITH OR WITH RESPECT TO ANY RELEASED CLAIMS; (D) ASSERTING ANY RIGHT TO SETOFF, SUBROGATION OR RECOUPMENT OF ANY KIND AGAINST ANY OBLIGATION DUE FROM ANY RELEASED PARTY ON ACCOUNT OF OR IN CONNECTION WITH OR WITH RESPECT TO ANY RELEASED CLAIMS UNLESS SUCH HOLDER HAS FILED A MOTION REQUESTING THE RIGHT TO PERFORM SUCH SETOFF ON OR BEFORE THE CONFIRMATION DATE, AND NOTWITHSTANDING ANY INDICATION IN A PROOF OF CLAIM OR EQUITY INTEREST OR OTHERWISE THAT SUCH HOLDER ASSERTS, HAS OR INTENDS TO PRESERVE ANY RIGHT OF SETOFF PURSUANT TO SECTION 553 OF THE BANKRUPTCY CODE OR OTHERWISE; (E) COMMENCING OR CONTINUING IN ANY MANNER OR ACTION OR OTHER PROCEEDING OF ANY KIND AGAINST ANY RELEASED PARTY ON ACCOUNT OF OR IN CONNECTION WITH OR WITH RESPECT TO ANY RELEASED CLAIMS; AND (F) SEEKING RELIEF OR COLLECTING JUDGMENTS ON AN INVESTOR-RELATED SECURITIES CLAIM IN A MANNER THAT FAILS TO CONFORM WITH THE TERMS OF THE JUDGMENT REDUCTION PROVISION SET FORTH IN THE PLAN AND THE CONFIRMATION ORDER; PROVIDED, THAT NOTHING CONTAINED HEREIN SHALL BE CONSTRUED TO PREVENT ANY ENTITY FROM OBJECTING TO CLAIMS OR DEFENDING AGAINST CLAIMS OBJECTIONS OR COLLECTION ACTIONS WHETHER BY ASSERTING A RIGHT OF SETOFF OR OTHERWISE TO THE EXTENT PERMITTED BY LAW. SUCH INJUNCTION SHALL EXTEND TO THE SUCCESSORS OF THE LIQUIDATING TRUST, IF ANY, AND TO THEIR RESPECTIVE PROPERTIES AND INTERESTS IN PROPERTY. ANY PERSON INJURED BY ANY WILLFUL VIOLATION OF THIS INJUNCTION SHALL BE ENTITLED TO RECOVER ACTUAL DAMAGES, INCLUDING COSTS AND ATTORNEYS' FEES AND, IN APPROPRIATE CIRCUMSTANCES, MAY RECOVER PUNITIVE DAMAGES FROM THE WILLFUL VIOLATOR.

ITEM 3. **Certifications as to Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims).** By completing and returning this Beneficial Owner Ballot, the undersigned Beneficial Owner certifies that either (1) it has not submitted any other Ballots for other Class R-4 ResCap Unsecured Claim (Senior Unsecured Notes Claims) held in other accounts or other record names, or (2) it has provided the information specified in the following table for all other Class R-4 ResCap Unsecured Claim (Senior Unsecured Notes Claims) for which it has submitted additional Beneficial Owner Ballots, each of which indicates the same vote to accept or reject the Plan (please use additional sheets of paper if necessary):

ONLY COMPLETE THIS SECTION IF YOU
HAVE VOTED OTHER CLASS R-4 RESCAP UNSECURED CLAIMS
(SENIOR UNSECURED NOTES CLAIMS) ON A BENEFICIAL
OWNER BALLOT OTHER THAN THIS BENEFICIAL OWNER BALLOT.

Account Number with other Nominee (if applicable)	Name of Registered Holder or Other Nominee (if applicable)	ISIN or CUSIP of Other Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes) Voted	Principal Amount of Other Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes) Claims Voted

ITEM 4. **Certification.** By signing this Ballot, the holder of the Class R-4 ResCap Unsecured Claim (Senior Unsecured Notes Claims) certifies that it:

- a. is the holder of the Class R-4 ResCap Unsecured Claim (Senior Unsecured Notes Claims) to which this Ballot pertains;
- b. has been provided with a copy of the Plan, Disclosure Statement and the Disclosure Statement Order and acknowledges that the vote set forth on this Ballot is subject to all the terms and conditions set forth in the Plan, Disclosure Statement, and the Disclosure Statement Order; and
- c. has not submitted any other Ballots relating to the Class R-4 ResCap Unsecured Claim (Senior Unsecured Notes Claims) that are inconsistent with the votes as set forth in this Ballot or that, as limited by the terms of the Disclosure Statement Order and the instructions attached hereto, if such other Ballots were previously submitted, they either have been or are hereby revoked or changed to reflect the vote set forth herein.

Name of Claim Holder (Print or Type): _____

Nominee: _____

Social Security or Federal Tax I.D. No.
(Optional): _____

Signature: _____

Name of Signatory: _____

If Authorized Agent of Claimant, Title of
Agent: _____

Street Address: _____

City, State, and Zip Code: _____

Telephone Number: _____

Email Address (if any): _____

Date Completed: _____

The Debtors will pay each Nominee's requested reasonable, documented costs and expenses associated with the distribution of copies of the Beneficial Owner Ballot and Solicitation Packages to the Beneficial Owners of the Senior Unsecured Notes Claims and tabulation of the Beneficial Owner Ballots. This Ballot is not a letter of transmittal and may not be used for any purpose other than to cast votes to accept or reject the Plan. Holders should not surrender, at this time, certificates representing their securities. KCC will not accept delivery of any such certificates surrendered together with this Ballot. Moreover, this Ballot shall not constitute or be deemed to be a proof of claim or equity interest or an assertion of a claim or equity interest.

**PLEASE COMPLETE, SIGN AND DATE THIS BENEFICIAL OWNER
BALLOT AND RETURN IT PROMPTLY IN THE ENVELOPE PROVIDED.**

**IF KCC DOES NOT ACTUALLY RECEIVE THIS BENEFICIAL OWNER BALLOT (IF PRE-VALIDATED)
OR THE MASTER BALLOT INCORPORATING THE VOTE CAST BY THIS BENEFICIAL OWNER
BALLOT ON OR BEFORE THE VOTING DEADLINE (AND IF THE VOTING DEADLINE IS NOT
EXTENDED), YOUR VOTE TRANSMITTED BY THIS BENEFICIAL OWNER BALLOT WILL NOT BE
COUNTED TOWARD CONFIRMATION.**

**IF YOU HAVE QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, OR IF YOU
NEED AN ADDITIONAL BALLOT OR ADDITIONAL COPIES OF THE DISCLOSURE STATEMENT OR
OTHER ENCLOSED MATERIALS, PLEASE CALL KCC AT (877)-833-4150.**

Exhibit S

NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS CONTAINED IN THE MATERIALS MAILED WITH THIS BALLOT OR OTHER MATERIALS AUTHORIZED BY THE BANKRUPTCY COURT.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----)	
In re:	)	Case No. 12-12020 (MG)
)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u>,	)	Chapter 11
)	
Debtors.	)	Jointly Administered
-----)	

**BENEFICIAL HOLDER BALLOT FOR ACCEPTING OR
REJECTING THE JOINT CHAPTER 11 PLAN
PROPOSED BY RESIDENTIAL CAPITAL, LLC, ET AL. AND
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

CLASS R-4 — RESCAP UNSECURED CLAIMS (SENIOR UNSECURED NOTES CLAIMS)

**PLEASE READ AND FOLLOW THE ENCLOSED VOTING INSTRUCTIONS
FOR COMPLETING THIS BALLOT CAREFULLY BEFORE
COMPLETING THIS BALLOT.**

IN ORDER FOR YOUR VOTE TO BE COUNTED, ALL PRE-VALIDATED BENEFICIAL OWNER BALLOTS (INCLUDING MASTER BALLOTS CAST ON BEHALF OF BENEFICIAL OWNER BALLOTS THAT WERE NOT PRE-VALIDATED) MUST BE COMPLETED, EXECUTED AND RETURNED SO AS TO BE ACTUALLY RECEIVED BY KCC BY OCTOBER 21, 2013 AT 7:00 P.M. (EASTERN TIME) (THE “VOTING DEADLINE”) IN ACCORDANCE WITH THE FOLLOWING:

IF YOU RECEIVED A RETURN ENVELOPE ADDRESSED TO YOUR NOMINEE:¹

YOU MUST RETURN THIS BENEFICIAL OWNER BALLOT TO YOUR NOMINEE IN ACCORDANCE WITH THE ENCLOSED INSTRUCTIONS FROM YOUR NOMINEE, AND IN ANY EVENT, IN SUFFICIENT TIME TO PERMIT YOUR NOMINEE TO DELIVER A MASTER BALLOT INCLUDING YOUR VOTE TO KCC BY THE VOTING DEADLINE. PLEASE CONTACT YOUR NOMINEE WITH ANY QUESTIONS REGARDING THE DATE IT NEEDS TO RECEIVE YOUR BENEFICIAL OWNER BALLOT TO TIMELY SUBMIT THE MASTER BALLOT TO KCC.

IF YOU RECEIVED A RETURN ENVELOPE ADDRESSED TO KCC:

YOUR NOMINEE HAS PRE-VALIDATED THIS BENEFICIAL OWNER BALLOT. THEREFORE, YOU MUST RETURN THIS PRE-VALIDATED BENEFICIAL OWNER BALLOT DIRECTLY TO KCC SO IT IS **ACTUALLY RECEIVED** BY THE VOTING DEADLINE.

On August 23, 2013, the United States Bankruptcy Court for the Southern District of New York (the “**Court**”) signed an order (the “**Disclosure Statement Order**”) which approved the Disclosure Statement dated August 23, 2013 (as the same may be amended, modified, and/or supplemented, including all exhibits thereto, the “**Disclosure Statement**”) with respect to the *Joint Chapter 11 Plan Proposed By Residential Capital, LLC, et al. and the Official Committee of Unsecured Creditors* (as the same may be amended, modified, and/or supplemented, including all exhibits or supplements thereto, including the Plan Supplement, the “**Plan**”) and which establishes certain procedures for the solicitation and tabulation of votes to accept or reject the Plan. The Plan was filed by the above-captioned debtors and debtors-in-possession (the “**Debtors**”) and the Official Committee of Unsecured Creditors (the “**Committee**,” and together with the Debtors, the “**Plan Proponents**”) on August 23, 2013. The Plan is Exhibit 1 to the Disclosure Statement, which is part of the package that accompanies this Ballot (the “**Solicitation Package**”). The Court’s approval of the Disclosure Statement does not indicate approval of the Plan by the Court.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if it is accepted by the holders of at least two-thirds (2/3) in amount and more than one-half (1/2) in number of in each voting class that were voted to accept or reject the Plan, as applicable, and if the Plan otherwise satisfies the applicable requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained, the Bankruptcy Court nonetheless may confirm the Plan if it finds that the Plan (i) provides fair and equitable treatment to, and does not unfairly discriminate against, the Class or Classes rejecting the Plan and (ii) otherwise satisfies the requirements under section 1129(a) of the Bankruptcy Code.

You may wish to seek legal advice concerning the Plan and your classification and treatment under the Plan.

This Beneficial Owner Ballot is being sent to the Beneficial Owners of Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims). The Senior Unsecured Notes Claims consist of the following Senior Unsecured Notes issued under the Senior Unsecured Notes Indenture, dated as of June 24, 2005: (a) \$1,250,000,000 6.5% Notes due 2012, (b) \$1,750,000,000 6.5% Notes due 2013, (c) \$750,000,000 6.875% Notes due 2015, (e) €750,000,000 5.125% Notes due

¹ “**Nominee**” is the broker, dealer, commercial bank, trust company or other agent nominee holding Class R-4 Senior Unsecured Notes Claims on behalf of Beneficial Owners as record owners/holders. A “**Beneficial Owner**” means a beneficial owner of publicly-traded securities whose Claims have not been satisfied prior to the Voting Record Date (as defined below) pursuant to Bankruptcy Court order or otherwise, as reflected in the records maintained by the Nominees (or its own records if it holds such securities on its own behalf) holding Claims through Wilmington Trust as Senior Unsecured Notes Indenture Trustee for the Senior Unsecured Notes Issued by Residential Capital LLC.

2012, (f) £400,000,000 6.375% Notes due 2013, and (g) £400,000,000 7.875% Notes due 2014. If you hold Claims in other classes in which you are entitled to vote, you will receive a Ballot for each such other class.

Your rights are described in the Disclosure Statement, which was included in the Solicitation Package you are receiving with this Ballot (as well as the Plan, Disclosure Statement Order and certain other materials). If you received Solicitation Package materials in CD-ROM format and desire paper copies, or if you need to obtain additional solicitation materials, you may contact Kurtzman Carson Consultants LLC (“**KCC**”) (a) at the ResCap restructuring website at www.kccllc.net/rescap, (b) upon request by mail to ResCap Balloting Center, c/o, KCC, 2335 Alaska Ave., El Segundo, California, 90245, (c) upon request by calling the ResCap restructuring hotline at (888) 251-2914, or (d) for a fee via PACER at www.nysb.uscourts.gov (a PACER login and password are required to access documents on the Court’s website and can be obtained through the PACER Service Center at www.pacer.psc.uscourts.gov). Copies of the Plan and Disclosure Statement may also be examined by interested parties between the hours of 9:00 a.m. and 4:30 p.m. (Eastern Time) at the office of the Clerk of the Bankruptcy Court, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 511, New York, New York 10004.

IN THE EVENT NO HOLDER OF A CLAIM WITH RESPECT TO A SPECIFIC CLASS FOR A PARTICULAR DEBTOR TIMELY SUBMITS A BALLOT THAT COMPLIES WITH THE DISCLOSURE STATEMENT ORDER INDICATING ACCEPTANCE OR REJECTION OF THE PLAN, SUCH CLASS WILL BE DEEMED TO HAVE ACCEPTED THE PLAN.

ARTICLE IX OF THE PLAN CONTAINS RELEASE, EXCULPATION, AND INJUNCTION PROVISIONS, AND ARTICLE IX.D CONTAINS A THIRD PARTY RELEASE.

IF YOU: (1) VOTE TO ACCEPT THE PLAN, OR (2) FAIL TO TIMELY AND/OR PROPERLY SUBMIT A BALLOT, YOU WILL BE DEEMED TO HAVE CONSENTED TO THE THIRD PARTY RELEASE CONTAINED IN ARTICLE IX.D OF THE PLAN, THE EXCULPATION PROVISION CONTAINED IN ARTICLE IX.G OF THE PLAN, AND THE INJUNCTION PROVISION CONTAINED IN ARTICLE IX.H OF THE PLAN, EACH COPIED BELOW.

REGARDLESS AS TO HOW OR WHETHER YOU VOTED ON THE PLAN, IF THE PLAN IS CONFIRMED, THE RELEASE, EXCULPATION AND INJUNCTION PROVISIONS CONTAINED IN ARTICLE IX OF THE PLAN WILL BE BINDING UPON YOU. THUS, YOU ARE ADVISED TO REVIEW AND CONSIDER THE PLAN CAREFULLY BECAUSE YOUR RIGHTS MIGHT BE AFFECTED THEREUNDER.

VOTING INSTRUCTIONS

1. All capitalized terms used in the Ballot or these instructions but not otherwise defined therein shall have the meanings ascribed to them in the Plan or the Disclosure Statement Order, as applicable. In the event of a conflict between the Plan, the Ballot and the Disclosure Statement, the terms of the Plan shall control.
2. To ensure that your vote is counted, you must: (a) complete your Beneficial Owner Ballot in accordance with these instructions (and as explained in greater detail in the Confirmation Hearing Notice that was included in the Solicitation Package); (b) clearly indicate your decision either to accept or reject the Plan in the boxes provided in Item 2 of the Beneficial Owner Ballot; (c) review and complete Items 4 and 5 in accordance with the instructions therein; and (d) clearly sign and return an original of your Beneficial Owner Ballot to the address set forth on the enclosed pre-addressed envelope.
3. **Return of Beneficial Owner Ballots:** Your Beneficial Owner Ballot (if pre-validated) and/or the Master Ballot incorporating the vote cast on your Beneficial Owner Ballot **MUST** be returned to KCC so as to be **actually received** by KCC on or before the Voting Deadline, which is October 21, 2013, at 7:00 p.m. (Eastern Time). To ensure your vote is counted toward confirmation of the Plan, please read the following information carefully so

that you understand where your Beneficial Owner Ballot must be sent in order for it to be received before the Voting Deadline:

- (i) Pre-validated Beneficial Owner Ballot: If you received a Beneficial Owner Ballot and a return envelope addressed to KCC, you must return your completed Beneficial Owner Ballot directly to KCC so that it is **actually received** by KCC on or before the Voting Deadline.
- (ii) Not pre-validated Beneficial Owner Ballot: If you received a Beneficial Owner Ballot and a return envelope addressed to your Nominee, you must return your completed Beneficial Owner Ballot directly to your Nominee in sufficient time to permit your Nominee to deliver a Master Ballot including your vote to KCC by the Voting Deadline.

4. If a Master Ballot or pre-validated Beneficial Owner Ballot is received after the Voting Deadline and if the Voting Deadline is not extended, it will not be counted. Additionally, the following Beneficial Owner Ballots will NOT be counted:

- (i) Beneficial Owner Ballots sent to any of the Debtors, the Committee, the Debtors' agents (other than the pre-validated Beneficial Owner Ballots sent to KCC), the Committee's agents, any indenture trustee or the financial or legal advisors to the Debtors, the Committee or the indenture trustee;
- (ii) Beneficial Owner Ballots sent by facsimile, e-mail or any other electronic means;
- (iii) any Beneficial Owner Ballot that is illegible or contains insufficient information to permit the identification of the holder of the Claim;
- (iv) any Beneficial Owner Ballot cast by an entity that does not hold a Claim in a Class that is entitled to vote on the Plan;
- (v) any unsigned Beneficial Owner Ballot or Master Ballot; and/or
- (vi) any Beneficial Owner Ballot submitted by any entity not entitled to vote pursuant to the Disclosure Statement Order.

5. Beneficial Owner Ballots that indicate both acceptance and rejection of the Plan or indicate neither an acceptance nor rejection of the Plan will not be counted.

6. The method of delivery of Beneficial Owner Ballots to KCC or your Nominee is at the election and risk of each holder of a Claim. Except as otherwise provided herein, such delivery will be deemed made only when KCC **actually receives** the originally executed Beneficial Owner Ballot or Master Ballot incorporating the Beneficial Owner Ballot. Instead of effecting delivery by first-class mail, it is recommended, though not required, that holders use an overnight or hand delivery service. In all cases, holders should allow sufficient time to assure timely delivery.

7. If multiple Beneficial Owner Ballots are received from the same holder of a Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claim) with respect to the same Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claim) prior to the Voting Deadline, the last valid Beneficial Owner Ballot timely received will supersede and revoke any earlier received Beneficial Owner Ballots.

8. If you believe you received the wrong Ballot, or if you need additional Ballots, please immediately contact KCC.

9. This Ballot does not constitute, and shall not be deemed to be, a proof of claim or an assertion or admission of a Claim.

10. If you hold Claims in more than one class under the Plan, you may receive more than one Ballot for each different class. Each Ballot votes only your Claims indicated on that Ballot. Please complete and return each Ballot you receive.
11. Please be sure to sign and date your Ballot. If you are signing a Ballot in your capacity as a trustee, executor, administrator, guardian, attorney in fact, officer of a corporation or otherwise acting in a fiduciary or representative capacity, you must indicate such capacity when signing and, if required or requested by KCC, the Plan Proponents or the Court, must submit proper evidence to the requesting party to so act on behalf of such holder. In addition, please provide your name and mailing address if it is different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

PLEASE MAIL YOUR BALLOT PROMPTLY. FACSIMILE OR OTHER ELECTRONIC (INCLUDING E-MAIL) TRANSMISSION OF THIS BALLOT WILL NOT BE ACCEPTED.

IF YOU HAVE ANY QUESTIONS REGARDING THE BALLOT OR THE PROCEDURES GENERALLY, OR IF YOU NEED ADDITIONAL COPIES OF THE BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CALL KCC AT (877) 833-4150. PLEASE NOTE THAT KCC IS NOT AUTHORIZED TO, AND WILL NOT, PROVIDE LEGAL ADVICE.

THIS BALLOT IS TO BE USED BY BENEFICIAL OWNERS OF CLASS R-4 RESCAP UNSECURED CLAIMS (SENIOR UNSECURED NOTES CLAIMS). PLEASE COMPLETE, SIGN AND DATE THIS BALLOT AND RETURN IT IN THE ENCLOSED ENVELOPE.

ITEM 1. **Claim Amount for Voting Purposes.** The undersigned certifies that as of August 16, 2013 (the "**Voting Record Date**"), it held a Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claim) in the below amount:

- a. Claim Amount on account of dollar-denominated Senior Unsecured Notes:

\$ _____

ITEM 2. **Vote.** The holder of the Class R-4 ResCap Unsecured Claim (Senior Unsecured Notes Claim) that relates to this Ballot votes:

☐ to ACCEPT the Plan.

☐ to REJECT the Plan.

THE RELEASE IN ARTICLE IX.D OF THE PLAN PROVIDES:

ON AND AS OF THE EFFECTIVE DATE OF THE PLAN, THE HOLDERS OF CLAIMS AND EQUITY INTERESTS, SHALL BE DEEMED TO PROVIDE A FULL AND COMPLETE DISCHARGE AND RELEASE TO THE ALLY RELEASED PARTIES AND THEIR RESPECTIVE PROPERTY FROM ANY AND ALL CAUSES OF ACTION WHATSOEVER, WHETHER KNOWN OR UNKNOWN, ASSERTED OR UNASSERTED, DERIVATIVE OR DIRECT, FORESEEN OR UNFORESEEN, EXISTING OR HEREINAFTER ARISING, IN LAW, EQUITY, OR OTHERWISE, WHETHER FOR TORT, FRAUD, CONTRACT, VIOLATIONS OF FEDERAL OR STATE SECURITIES LAWS, VEIL PIERCING OR ALTER-EGO THEORIES OF LIABILITY, CONTRIBUTION, INDEMNIFICATION, JOINT LIABILITY, OR OTHERWISE, ARISING FROM OR RELATED IN ANY WAY TO THE DEBTORS, INCLUDING THOSE IN ANY WAY RELATED TO RMBS ISSUED AND/OR SOLD BY THE DEBTORS OR THEIR AFFILIATES AND/OR THE CHAPTER 11 CASES OR THE PLAN, AND ANY OBLIGATIONS UNDER THE DOJ/AG SETTLEMENT, THE CONSENT ORDER, AND THE ORDER OF ASSESSMENT.

ENTRY OF THE CONFIRMATION ORDER SHALL CONSTITUTE THE BANKRUPTCY COURT'S APPROVAL, UNDER SECTION 1123 OF THE BANKRUPTCY CODE AND BANKRUPTCY RULE 9019, OF THE THIRD PARTY RELEASE, AND FURTHER, SHALL CONSTITUTE THE BANKRUPTCY COURT'S FINDING THAT THIS THIRD PARTY RELEASE IS: (1) IN EXCHANGE FOR THE GOOD, VALUABLE AND SUBSTANTIAL CONSIDERATION PROVIDED BY THE ALLY RELEASED PARTIES; (2) IN THE BEST INTERESTS OF THE DEBTORS, THE ESTATES, THE LIQUIDATING TRUST AND ALL HOLDERS OF CLAIMS AND EQUITY INTERESTS; (3) FAIR, EQUITABLE AND REASONABLE; (4) GIVEN AND MADE AFTER DUE NOTICE AND OPPORTUNITY FOR A HEARING; (5) JUSTIFIED BY TRULY UNUSUAL CIRCUMSTANCES; (6) AN ESSENTIAL COMPONENT AND CRITICAL TO THE SUCCESS OF THE PLAN; (7) RESULTED IN DISTRIBUTIONS TO THE CREDITORS THAT WOULD OTHERWISE HAVE BEEN UNAVAILABLE; (8) THE RESULT OF AN IDENTITY OF INTEREST BETWEEN THE DEBTORS AND THE ALLY RELEASED PARTIES REGARDING THE PLAN; AND (9) A BAR TO ANY PARTY ASSERTING A CLAIM OR CAUSE OF ACTION RELEASED PURSUANT TO THIS THIRD PARTY RELEASE AGAINST ANY OF THE ALLY RELEASED PARTIES.

THE EXCULPATION IN ARTICLE IX.G OF THE PLAN PROVIDES:

THE EXCULPATED PARTIES SHALL NEITHER HAVE, NOR INCUR, ANY LIABILITY TO ANY ENTITY FOR ANY PRE-PETITION OR POST-PETITION ACT OR OMISSION TAKEN IN CONNECTION WITH, OR RELATED TO, FORMULATING, NEGOTIATING, PREPARING, DISSEMINATING, SOLICITING, IMPLEMENTING, ADMINISTERING, CONFIRMING, OR EFFECTING THE CONSUMMATION OF ANY PREPETITION PLAN SUPPORT AGREEMENTS, THE PLAN SUPPORT AGREEMENT, THE PLAN, THE DISCLOSURE STATEMENT, THE FGIC SETTLEMENT AGREEMENT, THE KESSLER SETTLEMENT AGREEMENT, THE RMBS SETTLEMENT, OR ANY CONTRACT, INSTRUMENT, RELEASE, OR OTHER AGREEMENT OR DOCUMENT CREATED OR ENTERED INTO IN CONNECTION WITH THE PLAN, PROVIDED, THAT THE FOREGOING PROVISIONS OF THIS EXCULPATION SHALL HAVE NO EFFECT ON THE LIABILITY OF ANY ENTITY THAT RESULTS FROM ANY SUCH ACT THAT IS DETERMINED IN A FINAL, NON-APPEALABLE ORDER TO HAVE CONSTITUTED GROSS NEGLIGENCE OR WILLFUL MISCONDUCT; PROVIDED, FURTHER, THAT THE EXCULPATED PARTIES SHALL BE ENTITLED TO RELY UPON THE ADVICE OF COUNSEL AND FINANCIAL ADVISORS CONCERNING HIS, HER, OR ITS DUTIES PURSUANT TO, OR IN CONNECTION WITH, ANY PREPETITION PLAN SUPPORT AGREEMENT, THE PLAN SUPPORT AGREEMENT, THE PLAN, THE DISCLOSURE STATEMENT, THE FGIC SETTLEMENT AGREEMENT, AND THE RMBS SETTLEMENT.

THE INJUNCTION IN ARTICLE IX.H OF THE PLAN PROVIDES:

EXCEPT AS OTHERWISE PROVIDED IN THE CONFIRMATION ORDER OR HEREIN AND IN ACCORDANCE WITH ARTICLE IX.E HEREOF, ALL ENTITIES, INCLUDING INVESTORS, WHO HAVE HELD, HOLD OR MAY HOLD CLAIMS, EQUITY INTERESTS, CAUSES OF ACTION OR LIABILITIES THAT CONSTITUTE RELEASED CLAIMS, ARE PERMANENTLY ENJOINED AND PRECLUDED, FROM AND AFTER THE EFFECTIVE DATE OF THE PLAN, FROM: (A) COMMENCING OR CONTINUING IN ANY MANNER OR ACTION OR OTHER PROCEEDING OF ANY KIND AGAINST ANY RELEASED PARTY WHETHER DIRECTLY, DERIVATIVELY OR OTHERWISE, ON ACCOUNT OF OR IN CONNECTION WITH OR WITH RESPECT TO ANY RELEASED CLAIMS; (B) ENFORCING, ATTACHING, COLLECTING OR RECOVERING BY ANY MANNER OR MEANS ANY JUDGMENT, AWARD, DECREE OR ORDER AGAINST ANY RELEASED PARTY ON ACCOUNT OF OR IN CONNECTION WITH OR WITH RESPECT TO ANY RELEASED CLAIMS; (C) CREATING, PERFECTING OR ENFORCING ANY LIEN (OTHER THAN ANY CHARGING LIEN OF A TRUSTEE UNDER ITS RESPECTIVE INDENTURE), CLAIM OR

ENCUMBRANCE OF ANY KIND AGAINST ANY RELEASED PARTY ON ACCOUNT OF OR IN CONNECTION WITH OR WITH RESPECT TO ANY RELEASED CLAIMS; (D) ASSERTING ANY RIGHT TO SETOFF, SUBROGATION OR RECOUPMENT OF ANY KIND AGAINST ANY OBLIGATION DUE FROM ANY RELEASED PARTY ON ACCOUNT OF OR IN CONNECTION WITH OR WITH RESPECT TO ANY RELEASED CLAIMS UNLESS SUCH HOLDER HAS FILED A MOTION REQUESTING THE RIGHT TO PERFORM SUCH SETOFF ON OR BEFORE THE CONFIRMATION DATE, AND NOTWITHSTANDING ANY INDICATION IN A PROOF OF CLAIM OR EQUITY INTEREST OR OTHERWISE THAT SUCH HOLDER ASSERTS, HAS OR INTENDS TO PRESERVE ANY RIGHT OF SETOFF PURSUANT TO SECTION 553 OF THE BANKRUPTCY CODE OR OTHERWISE; (E) COMMENCING OR CONTINUING IN ANY MANNER OR ACTION OR OTHER PROCEEDING OF ANY KIND AGAINST ANY RELEASED PARTY ON ACCOUNT OF OR IN CONNECTION WITH OR WITH RESPECT TO ANY RELEASED CLAIMS; AND (F) SEEKING RELIEF OR COLLECTING JUDGMENTS ON AN INVESTOR-RELATED SECURITIES CLAIM IN A MANNER THAT FAILS TO CONFORM WITH THE TERMS OF THE JUDGMENT REDUCTION PROVISION SET FORTH IN THE PLAN AND THE CONFIRMATION ORDER; PROVIDED, THAT NOTHING CONTAINED HEREIN SHALL BE CONSTRUED TO PREVENT ANY ENTITY FROM OBJECTING TO CLAIMS OR DEFENDING AGAINST CLAIMS OBJECTIONS OR COLLECTION ACTIONS WHETHER BY ASSERTING A RIGHT OF SETOFF OR OTHERWISE TO THE EXTENT PERMITTED BY LAW. SUCH INJUNCTION SHALL EXTEND TO THE SUCCESSORS OF THE LIQUIDATING TRUST, IF ANY, AND TO THEIR RESPECTIVE PROPERTIES AND INTERESTS IN PROPERTY. ANY PERSON INJURED BY ANY WILLFUL VIOLATION OF THIS INJUNCTION SHALL BE ENTITLED TO RECOVER ACTUAL DAMAGES, INCLUDING COSTS AND ATTORNEYS' FEES AND, IN APPROPRIATE CIRCUMSTANCES, MAY RECOVER PUNITIVE DAMAGES FROM THE WILLFUL VIOLATOR.

ITEM 3. **Certifications as to Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims).** By completing and returning this Beneficial Owner Ballot, the undersigned Beneficial Owner certifies that either (1) it has not submitted any other Ballots for other Class R-4 ResCap Unsecured Claim (Senior Unsecured Notes Claims) held in other accounts or other record names, or (2) it has provided the information specified in the following table for all other Class R-4 ResCap Unsecured Claim (Senior Unsecured Notes Claims) for which it has submitted additional Beneficial Owner Ballots, each of which indicates the same vote to accept or reject the Plan (please use additional sheets of paper if necessary):

ONLY COMPLETE THIS SECTION IF YOU
HAVE VOTED OTHER CLASS R-4 RESCAP UNSECURED CLAIMS
(SENIOR UNSECURED NOTES CLAIMS) ON A BENEFICIAL
OWNER BALLOT OTHER THAN THIS BENEFICIAL OWNER BALLOT.

Account Number with other Nominee (if applicable)	Name of Registered Holder or Other Nominee (if applicable)	ISIN or CUSIP of Other Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes) Voted	Principal Amount of Other Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes) Claims Voted

ITEM 4. **Certification.** By signing this Ballot, the holder of the Class R-4 ResCap Unsecured Claim (Senior Unsecured Notes Claims) certifies that it:

- a. is the holder of the Class R-4 ResCap Unsecured Claim (Senior Unsecured Notes Claims) to which this Ballot pertains;
- b. has been provided with a copy of the Plan, Disclosure Statement and the Disclosure Statement Order and acknowledges that the vote set forth on this Ballot is subject to all the terms and conditions set forth in the Plan, Disclosure Statement, and the Disclosure Statement Order; and
- c. has not submitted any other Ballots relating to the Class R-4 ResCap Unsecured Claim (Senior Unsecured Notes Claims) that are inconsistent with the votes as set forth in this Ballot or that, as limited by the terms of the Disclosure Statement Order and the instructions attached hereto, if such other Ballots were previously submitted, they either have been or are hereby revoked or changed to reflect the vote set forth herein.

Name of Claim Holder (Print or Type): _____

Nominee: _____

Social Security or Federal Tax I.D. No.
(Optional): _____

Signature: _____

Name of Signatory: _____

If Authorized Agent of Claimant, Title of
Agent: _____

Street Address: _____

City, State, and Zip Code: _____

Telephone Number: _____

Email Address (if any): _____

Date Completed: _____

The Debtors will pay each Nominee's requested reasonable, documented costs and expenses associated with the distribution of copies of the Beneficial Owner Ballot and Solicitation Packages to the Beneficial Owners of the Senior Unsecured Notes Claims and tabulation of the Beneficial Owner Ballots. This Ballot is not a letter of transmittal and may not be used for any purpose other than to cast votes to accept or reject the Plan. Holders should not surrender, at this time, certificates representing their securities. KCC will not accept delivery of any such certificates surrendered together with this Ballot. Moreover, this Ballot shall not constitute or be deemed to be a proof of claim or equity interest or an assertion of a claim or equity interest.

**PLEASE COMPLETE, SIGN AND DATE THIS BENEFICIAL OWNER
BALLOT AND RETURN IT PROMPTLY IN THE ENVELOPE PROVIDED.**

**IF KCC DOES NOT ACTUALLY RECEIVE THIS BENEFICIAL OWNER BALLOT (IF PRE-VALIDATED)
OR THE MASTER BALLOT INCORPORATING THE VOTE CAST BY THIS BENEFICIAL OWNER
BALLOT ON OR BEFORE THE VOTING DEADLINE (AND IF THE VOTING DEADLINE IS NOT
EXTENDED), YOUR VOTE TRANSMITTED BY THIS BENEFICIAL OWNER BALLOT WILL NOT BE
COUNTED TOWARD CONFIRMATION.**

**IF YOU HAVE QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, OR IF YOU
NEED AN ADDITIONAL BALLOT OR ADDITIONAL COPIES OF THE DISCLOSURE STATEMENT OR
OTHER ENCLOSED MATERIALS, PLEASE CALL KCC AT (877)-833-4150.**

Exhibit T

NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS CONTAINED IN THE MATERIALS MAILED WITH THIS BALLOT OR OTHER MATERIALS AUTHORIZED BY THE BANKRUPTCY COURT.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----)	
In re:	)	Case No. 12-12020 (MG)
)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u>,	)	Chapter 11
)	
Debtors.	)	Jointly Administered
-----)	

**BENEFICIAL HOLDER BALLOT FOR ACCEPTING OR
REJECTING THE JOINT CHAPTER 11 PLAN
PROPOSED BY RESIDENTIAL CAPITAL, LLC, ET AL. AND
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

CLASS R-4 — RESCAP UNSECURED CLAIMS (SENIOR UNSECURED NOTES CLAIMS)

**PLEASE READ AND FOLLOW THE ENCLOSED VOTING INSTRUCTIONS
FOR COMPLETING THIS BALLOT CAREFULLY BEFORE
COMPLETING THIS BALLOT.**

IN ORDER FOR YOUR VOTE TO BE COUNTED, ALL PRE-VALIDATED BENEFICIAL OWNER BALLOTS (INCLUDING MASTER BALLOTS CAST ON BEHALF OF BENEFICIAL OWNER BALLOTS THAT WERE NOT PRE-VALIDATED) MUST BE COMPLETED, EXECUTED AND RETURNED SO AS TO BE ACTUALLY RECEIVED BY KCC BY OCTOBER 21, 2013 AT 7:00 P.M. (EASTERN TIME) (THE “VOTING DEADLINE”) IN ACCORDANCE WITH THE FOLLOWING:

IF YOU RECEIVED A RETURN ENVELOPE ADDRESSED TO YOUR NOMINEE:¹

YOU MUST RETURN THIS BENEFICIAL OWNER BALLOT TO YOUR NOMINEE IN ACCORDANCE WITH THE ENCLOSED INSTRUCTIONS FROM YOUR NOMINEE, AND IN ANY EVENT, IN SUFFICIENT TIME TO PERMIT YOUR NOMINEE TO DELIVER A MASTER BALLOT INCLUDING YOUR VOTE TO KCC BY THE VOTING DEADLINE. PLEASE CONTACT YOUR NOMINEE WITH ANY QUESTIONS REGARDING THE DATE IT NEEDS TO RECEIVE YOUR BENEFICIAL OWNER BALLOT TO TIMELY SUBMIT THE MASTER BALLOT TO KCC.

IF YOU RECEIVED A RETURN ENVELOPE ADDRESSED TO KCC:

YOUR NOMINEE HAS PRE-VALIDATED THIS BENEFICIAL OWNER BALLOT. THEREFORE, YOU MUST RETURN THIS PRE-VALIDATED BENEFICIAL OWNER BALLOT DIRECTLY TO KCC SO IT IS **ACTUALLY RECEIVED** BY THE VOTING DEADLINE.

On August 23, 2013, the United States Bankruptcy Court for the Southern District of New York (the “**Court**”) signed an order (the “**Disclosure Statement Order**”) which approved the Disclosure Statement dated August 23, 2013 (as the same may be amended, modified, and/or supplemented, including all exhibits thereto, the “**Disclosure Statement**”) with respect to the *Joint Chapter 11 Plan Proposed By Residential Capital, LLC, et al. and the Official Committee of Unsecured Creditors* (as the same may be amended, modified, and/or supplemented, including all exhibits or supplements thereto, including the Plan Supplement, the “**Plan**”) and which establishes certain procedures for the solicitation and tabulation of votes to accept or reject the Plan. The Plan was filed by the above-captioned debtors and debtors-in-possession (the “**Debtors**”) and the Official Committee of Unsecured Creditors (the “**Committee**,” and together with the Debtors, the “**Plan Proponents**”) on August 23, 2013. The Plan is Exhibit 1 to the Disclosure Statement, which is part of the package that accompanies this Ballot (the “**Solicitation Package**”). The Court’s approval of the Disclosure Statement does not indicate approval of the Plan by the Court.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if it is accepted by the holders of at least two-thirds (2/3) in amount and more than one-half (1/2) in number of in each voting class that were voted to accept or reject the Plan, as applicable, and if the Plan otherwise satisfies the applicable requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained, the Bankruptcy Court nonetheless may confirm the Plan if it finds that the Plan (i) provides fair and equitable treatment to, and does not unfairly discriminate against, the Class or Classes rejecting the Plan and (ii) otherwise satisfies the requirements under section 1129(a) of the Bankruptcy Code.

You may wish to seek legal advice concerning the Plan and your classification and treatment under the Plan.

This Beneficial Owner Ballot is being sent to the Beneficial Owners of Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims). The Senior Unsecured Notes Claims consist of the following Senior Unsecured Notes issued under the Senior Unsecured Notes Indenture, dated as of June 24, 2005: (a) \$1,250,000,000 6.5% Notes due 2012, (b) \$1,750,000,000 6.5% Notes due 2013, (c) \$750,000,000 6.875% Notes due 2015, (e) €750,000,000 5.125% Notes due

¹ “**Nominee**” is the broker, dealer, commercial bank, trust company or other agent nominee holding Class R-4 Senior Unsecured Notes Claims on behalf of Beneficial Owners as record owners/holders. A “**Beneficial Owner**” means a beneficial owner of publicly-traded securities whose Claims have not been satisfied prior to the Voting Record Date (as defined below) pursuant to Bankruptcy Court order or otherwise, as reflected in the records maintained by the Nominees (or its own records if it holds such securities on its own behalf) holding Claims through Wilmington Trust as Senior Unsecured Notes Indenture Trustee for the Senior Unsecured Notes Issued by Residential Capital LLC.

2012, (f) £400,000,000 6.375% Notes due 2013, and (g) £400,000,000 7.875% Notes due 2014. If you hold Claims in other classes in which you are entitled to vote, you will receive a Ballot for each such other class.

Your rights are described in the Disclosure Statement, which was included in the Solicitation Package you are receiving with this Ballot (as well as the Plan, Disclosure Statement Order and certain other materials). If you received Solicitation Package materials in CD-ROM format and desire paper copies, or if you need to obtain additional solicitation materials, you may contact Kurtzman Carson Consultants LLC ("**KCC**") (a) at the ResCap restructuring website at www.kccllc.net/rescap, (b) upon request by mail to ResCap Balloting Center, c/o, KCC, 2335 Alaska Ave., El Segundo, California, 90245, (c) upon request by calling the ResCap restructuring hotline at (888) 251-2914, or (d) for a fee via PACER at www.nysb.uscourts.gov (a PACER login and password are required to access documents on the Court's website and can be obtained through the PACER Service Center at www.pacer.psc.uscourts.gov). Copies of the Plan and Disclosure Statement may also be examined by interested parties between the hours of 9:00 a.m. and 4:30 p.m. (Eastern Time) at the office of the Clerk of the Bankruptcy Court, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 511, New York, New York 10004.

IN THE EVENT NO HOLDER OF A CLAIM WITH RESPECT TO A SPECIFIC CLASS FOR A PARTICULAR DEBTOR TIMELY SUBMITS A BALLOT THAT COMPLIES WITH THE DISCLOSURE STATEMENT ORDER INDICATING ACCEPTANCE OR REJECTION OF THE PLAN, SUCH CLASS WILL BE DEEMED TO HAVE ACCEPTED THE PLAN.

ARTICLE IX OF THE PLAN CONTAINS RELEASE, EXCULPATION, AND INJUNCTION PROVISIONS, AND ARTICLE IX.D CONTAINS A THIRD PARTY RELEASE.

IF YOU: (1) VOTE TO ACCEPT THE PLAN, OR (2) FAIL TO TIMELY AND/OR PROPERLY SUBMIT A BALLOT, YOU WILL BE DEEMED TO HAVE CONSENTED TO THE THIRD PARTY RELEASE CONTAINED IN ARTICLE IX.D OF THE PLAN, THE EXCULPATION PROVISION CONTAINED IN ARTICLE IX.G OF THE PLAN, AND THE INJUNCTION PROVISION CONTAINED IN ARTICLE IX.H OF THE PLAN, EACH COPIED BELOW.

REGARDLESS AS TO HOW OR WHETHER YOU VOTED ON THE PLAN, IF THE PLAN IS CONFIRMED, THE RELEASE, EXCULPATION AND INJUNCTION PROVISIONS CONTAINED IN ARTICLE IX OF THE PLAN WILL BE BINDING UPON YOU. THUS, YOU ARE ADVISED TO REVIEW AND CONSIDER THE PLAN CAREFULLY BECAUSE YOUR RIGHTS MIGHT BE AFFECTED THEREUNDER.

VOTING INSTRUCTIONS

1. All capitalized terms used in the Ballot or these instructions but not otherwise defined therein shall have the meanings ascribed to them in the Plan or the Disclosure Statement Order, as applicable. In the event of a conflict between the Plan, the Ballot and the Disclosure Statement, the terms of the Plan shall control.
2. To ensure that your vote is counted, you must: (a) complete your Beneficial Owner Ballot in accordance with these instructions (and as explained in greater detail in the Confirmation Hearing Notice that was included in the Solicitation Package); (b) clearly indicate your decision either to accept or reject the Plan in the boxes provided in Item 2 of the Beneficial Owner Ballot; (c) review and complete Items 4 and 5 in accordance with the instructions therein; and (d) clearly sign and return an original of your Beneficial Owner Ballot to the address set forth on the enclosed pre-addressed envelope.
3. **Return of Beneficial Owner Ballots:** Your Beneficial Owner Ballot (if pre-validated) and/or the Master Ballot incorporating the vote cast on your Beneficial Owner Ballot **MUST** be returned to KCC so as to be **actually received** by KCC on or before the Voting Deadline, which is October 21, 2013, at 7:00 p.m. (Eastern Time). To ensure your vote is counted toward confirmation of the Plan, please read the following information carefully so

that you understand where your Beneficial Owner Ballot must be sent in order for it to be received before the Voting Deadline:

- (i) Pre-validated Beneficial Owner Ballot: If you received a Beneficial Owner Ballot and a return envelope addressed to KCC, you must return your completed Beneficial Owner Ballot directly to KCC so that it is **actually received** by KCC on or before the Voting Deadline.
- (ii) Not pre-validated Beneficial Owner Ballot: If you received a Beneficial Owner Ballot and a return envelope addressed to your Nominee, you must return your completed Beneficial Owner Ballot directly to your Nominee in sufficient time to permit your Nominee to deliver a Master Ballot including your vote to KCC by the Voting Deadline.

4. If a Master Ballot or pre-validated Beneficial Owner Ballot is received after the Voting Deadline and if the Voting Deadline is not extended, it will not be counted. Additionally, the following Beneficial Owner Ballots will NOT be counted:

- (i) Beneficial Owner Ballots sent to any of the Debtors, the Committee, the Debtors' agents (other than the pre-validated Beneficial Owner Ballots sent to KCC), the Committee's agents, any indenture trustee or the financial or legal advisors to the Debtors, the Committee or the indenture trustee;
- (ii) Beneficial Owner Ballots sent by facsimile, e-mail or any other electronic means;
- (iii) any Beneficial Owner Ballot that is illegible or contains insufficient information to permit the identification of the holder of the Claim;
- (iv) any Beneficial Owner Ballot cast by an entity that does not hold a Claim in a Class that is entitled to vote on the Plan;
- (v) any unsigned Beneficial Owner Ballot or Master Ballot; and/or
- (vi) any Beneficial Owner Ballot submitted by any entity not entitled to vote pursuant to the Disclosure Statement Order.

5. Beneficial Owner Ballots that indicate both acceptance and rejection of the Plan or indicate neither an acceptance nor rejection of the Plan will not be counted.

6. The method of delivery of Beneficial Owner Ballots to KCC or your Nominee is at the election and risk of each holder of a Claim. Except as otherwise provided herein, such delivery will be deemed made only when KCC **actually receives** the originally executed Beneficial Owner Ballot or Master Ballot incorporating the Beneficial Owner Ballot. Instead of effecting delivery by first-class mail, it is recommended, though not required, that holders use an overnight or hand delivery service. In all cases, holders should allow sufficient time to assure timely delivery.

7. If multiple Beneficial Owner Ballots are received from the same holder of a Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claim) with respect to the same Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claim) prior to the Voting Deadline, the last valid Beneficial Owner Ballot timely received will supersede and revoke any earlier received Beneficial Owner Ballots.

8. If you believe you received the wrong Ballot, or if you need additional Ballots, please immediately contact KCC.

9. This Ballot does not constitute, and shall not be deemed to be, a proof of claim or an assertion or admission of a Claim.

10. If you hold Claims in more than one class under the Plan, you may receive more than one Ballot for each different class. Each Ballot votes only your Claims indicated on that Ballot. Please complete and return each Ballot you receive.
11. Please be sure to sign and date your Ballot. If you are signing a Ballot in your capacity as a trustee, executor, administrator, guardian, attorney in fact, officer of a corporation or otherwise acting in a fiduciary or representative capacity, you must indicate such capacity when signing and, if required or requested by KCC, the Plan Proponents or the Court, must submit proper evidence to the requesting party to so act on behalf of such holder. In addition, please provide your name and mailing address if it is different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

PLEASE MAIL YOUR BALLOT PROMPTLY. FACSIMILE OR OTHER ELECTRONIC (INCLUDING E-MAIL) TRANSMISSION OF THIS BALLOT WILL NOT BE ACCEPTED.

IF YOU HAVE ANY QUESTIONS REGARDING THE BALLOT OR THE PROCEDURES GENERALLY, OR IF YOU NEED ADDITIONAL COPIES OF THE BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CALL KCC AT +1 917 281-4800. PLEASE NOTE THAT KCC IS NOT AUTHORIZED TO, AND WILL NOT, PROVIDE LEGAL ADVICE.

THIS BALLOT IS TO BE USED BY BENEFICIAL OWNERS OF CLASS R-4 RESCAP UNSECURED CLAIMS (SENIOR UNSECURED NOTES CLAIMS). PLEASE COMPLETE, SIGN AND DATE THIS BALLOT AND RETURN IT IN THE ENCLOSED ENVELOPE.

ITEM 1. **Claim Amount for Voting Purposes.** The undersigned certifies that as of August 16, 2013 (the “**Voting Record Date**”), it held a Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claim) in the below amount:

- a. Claim Amount on account of euro-denominated Senior Unsecured Notes:

€ _____

ITEM 2. **Vote.** The holder of the Class R-4 ResCap Unsecured Claim (Senior Unsecured Notes Claim) that relates to this Ballot votes:

☐ to ACCEPT the Plan.

☐ to REJECT the Plan.

THE RELEASE IN ARTICLE IX.D OF THE PLAN PROVIDES:

ON AND AS OF THE EFFECTIVE DATE OF THE PLAN, THE HOLDERS OF CLAIMS AND EQUITY INTERESTS, SHALL BE DEEMED TO PROVIDE A FULL AND COMPLETE DISCHARGE AND RELEASE TO THE ALLY RELEASED PARTIES AND THEIR RESPECTIVE PROPERTY FROM ANY AND ALL CAUSES OF ACTION WHATSOEVER, WHETHER KNOWN OR UNKNOWN, ASSERTED OR UNASSERTED, DERIVATIVE OR DIRECT, FORESEEN OR UNFORESEEN, EXISTING OR HEREINAFTER ARISING, IN LAW, EQUITY, OR OTHERWISE, WHETHER FOR TORT, FRAUD, CONTRACT, VIOLATIONS OF FEDERAL OR STATE SECURITIES LAWS, VEIL PIERCING OR ALTER-EGO THEORIES OF LIABILITY, CONTRIBUTION, INDEMNIFICATION, JOINT LIABILITY, OR OTHERWISE, ARISING FROM OR RELATED IN ANY WAY TO THE DEBTORS, INCLUDING THOSE IN ANY WAY RELATED TO RMBS ISSUED AND/OR SOLD BY THE DEBTORS OR THEIR AFFILIATES AND/OR THE CHAPTER 11 CASES OR THE PLAN, AND ANY OBLIGATIONS UNDER THE DOJ/AG SETTLEMENT, THE CONSENT ORDER, AND THE ORDER OF ASSESSMENT.

ENTRY OF THE CONFIRMATION ORDER SHALL CONSTITUTE THE BANKRUPTCY COURT'S APPROVAL, UNDER SECTION 1123 OF THE BANKRUPTCY CODE AND BANKRUPTCY RULE 9019, OF THE THIRD PARTY RELEASE, AND FURTHER, SHALL CONSTITUTE THE BANKRUPTCY COURT'S FINDING THAT THIS THIRD PARTY RELEASE IS: (1) IN EXCHANGE FOR THE GOOD, VALUABLE AND SUBSTANTIAL CONSIDERATION PROVIDED BY THE ALLY RELEASED PARTIES; (2) IN THE BEST INTERESTS OF THE DEBTORS, THE ESTATES, THE LIQUIDATING TRUST AND ALL HOLDERS OF CLAIMS AND EQUITY INTERESTS; (3) FAIR, EQUITABLE AND REASONABLE; (4) GIVEN AND MADE AFTER DUE NOTICE AND OPPORTUNITY FOR A HEARING; (5) JUSTIFIED BY TRULY UNUSUAL CIRCUMSTANCES; (6) AN ESSENTIAL COMPONENT AND CRITICAL TO THE SUCCESS OF THE PLAN; (7) RESULTED IN DISTRIBUTIONS TO THE CREDITORS THAT WOULD OTHERWISE HAVE BEEN UNAVAILABLE; (8) THE RESULT OF AN IDENTITY OF INTEREST BETWEEN THE DEBTORS AND THE ALLY RELEASED PARTIES REGARDING THE PLAN; AND (9) A BAR TO ANY PARTY ASSERTING A CLAIM OR CAUSE OF ACTION RELEASED PURSUANT TO THIS THIRD PARTY RELEASE AGAINST ANY OF THE ALLY RELEASED PARTIES.

THE EXCULPATION IN ARTICLE IX.G OF THE PLAN PROVIDES:

THE EXCULPATED PARTIES SHALL NEITHER HAVE, NOR INCUR, ANY LIABILITY TO ANY ENTITY FOR ANY PRE-PETITION OR POST-PETITION ACT OR OMISSION TAKEN IN CONNECTION WITH, OR RELATED TO, FORMULATING, NEGOTIATING, PREPARING, DISSEMINATING, SOLICITING, IMPLEMENTING, ADMINISTERING, CONFIRMING, OR EFFECTING THE CONSUMMATION OF ANY PREPETITION PLAN SUPPORT AGREEMENTS, THE PLAN SUPPORT AGREEMENT, THE PLAN, THE DISCLOSURE STATEMENT, THE FGIC SETTLEMENT AGREEMENT, THE KESSLER SETTLEMENT AGREEMENT, THE RMBS SETTLEMENT, OR ANY CONTRACT, INSTRUMENT, RELEASE, OR OTHER AGREEMENT OR DOCUMENT CREATED OR ENTERED INTO IN CONNECTION WITH THE PLAN, PROVIDED, THAT THE FOREGOING PROVISIONS OF THIS EXCULPATION SHALL HAVE NO EFFECT ON THE LIABILITY OF ANY ENTITY THAT RESULTS FROM ANY SUCH ACT THAT IS DETERMINED IN A FINAL, NON-APPEALABLE ORDER TO HAVE CONSTITUTED GROSS NEGLIGENCE OR WILLFUL MISCONDUCT; PROVIDED, FURTHER, THAT THE EXCULPATED PARTIES SHALL BE ENTITLED TO RELY UPON THE ADVICE OF COUNSEL AND FINANCIAL ADVISORS CONCERNING HIS, HER, OR ITS DUTIES PURSUANT TO, OR IN CONNECTION WITH, ANY PREPETITION PLAN SUPPORT AGREEMENT, THE PLAN SUPPORT AGREEMENT, THE PLAN, THE DISCLOSURE STATEMENT, THE FGIC SETTLEMENT AGREEMENT, AND THE RMBS SETTLEMENT.

THE INJUNCTION IN ARTICLE IX.H OF THE PLAN PROVIDES:

EXCEPT AS OTHERWISE PROVIDED IN THE CONFIRMATION ORDER OR HEREIN AND IN ACCORDANCE WITH ARTICLE IX.E HEREOF, ALL ENTITIES, INCLUDING INVESTORS, WHO HAVE HELD, HOLD OR MAY HOLD CLAIMS, EQUITY INTERESTS, CAUSES OF ACTION OR LIABILITIES THAT CONSTITUTE RELEASED CLAIMS, ARE PERMANENTLY ENJOINED AND PRECLUDED, FROM AND AFTER THE EFFECTIVE DATE OF THE PLAN, FROM: (A) COMMENCING OR CONTINUING IN ANY MANNER OR ACTION OR OTHER PROCEEDING OF ANY KIND AGAINST ANY RELEASED PARTY WHETHER DIRECTLY, DERIVATIVELY OR OTHERWISE, ON ACCOUNT OF OR IN CONNECTION WITH OR WITH RESPECT TO ANY RELEASED CLAIMS; (B) ENFORCING, ATTACHING, COLLECTING OR RECOVERING BY ANY MANNER OR MEANS ANY JUDGMENT, AWARD, DECREE OR ORDER AGAINST ANY RELEASED PARTY ON ACCOUNT OF OR IN CONNECTION WITH OR WITH RESPECT TO ANY RELEASED CLAIMS; (C) CREATING, PERFECTING OR ENFORCING ANY LIEN (OTHER THAN ANY CHARGING LIEN OF A TRUSTEE UNDER ITS RESPECTIVE INDENTURE), CLAIM OR

ENCUMBRANCE OF ANY KIND AGAINST ANY RELEASED PARTY ON ACCOUNT OF OR IN CONNECTION WITH OR WITH RESPECT TO ANY RELEASED CLAIMS; (D) ASSERTING ANY RIGHT TO SETOFF, SUBROGATION OR RECOUPMENT OF ANY KIND AGAINST ANY OBLIGATION DUE FROM ANY RELEASED PARTY ON ACCOUNT OF OR IN CONNECTION WITH OR WITH RESPECT TO ANY RELEASED CLAIMS UNLESS SUCH HOLDER HAS FILED A MOTION REQUESTING THE RIGHT TO PERFORM SUCH SETOFF ON OR BEFORE THE CONFIRMATION DATE, AND NOTWITHSTANDING ANY INDICATION IN A PROOF OF CLAIM OR EQUITY INTEREST OR OTHERWISE THAT SUCH HOLDER ASSERTS, HAS OR INTENDS TO PRESERVE ANY RIGHT OF SETOFF PURSUANT TO SECTION 553 OF THE BANKRUPTCY CODE OR OTHERWISE; (E) COMMENCING OR CONTINUING IN ANY MANNER OR ACTION OR OTHER PROCEEDING OF ANY KIND AGAINST ANY RELEASED PARTY ON ACCOUNT OF OR IN CONNECTION WITH OR WITH RESPECT TO ANY RELEASED CLAIMS; AND (F) SEEKING RELIEF OR COLLECTING JUDGMENTS ON AN INVESTOR-RELATED SECURITIES CLAIM IN A MANNER THAT FAILS TO CONFORM WITH THE TERMS OF THE JUDGMENT REDUCTION PROVISION SET FORTH IN THE PLAN AND THE CONFIRMATION ORDER; PROVIDED, THAT NOTHING CONTAINED HEREIN SHALL BE CONSTRUED TO PREVENT ANY ENTITY FROM OBJECTING TO CLAIMS OR DEFENDING AGAINST CLAIMS OBJECTIONS OR COLLECTION ACTIONS WHETHER BY ASSERTING A RIGHT OF SETOFF OR OTHERWISE TO THE EXTENT PERMITTED BY LAW. SUCH INJUNCTION SHALL EXTEND TO THE SUCCESSORS OF THE LIQUIDATING TRUST, IF ANY, AND TO THEIR RESPECTIVE PROPERTIES AND INTERESTS IN PROPERTY. ANY PERSON INJURED BY ANY WILLFUL VIOLATION OF THIS INJUNCTION SHALL BE ENTITLED TO RECOVER ACTUAL DAMAGES, INCLUDING COSTS AND ATTORNEYS' FEES AND, IN APPROPRIATE CIRCUMSTANCES, MAY RECOVER PUNITIVE DAMAGES FROM THE WILLFUL VIOLATOR.

ITEM 3. **Certifications as to Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims).** By completing and returning this Beneficial Owner Ballot, the undersigned Beneficial Owner certifies that either (1) it has not submitted any other Ballots for other Class R-4 ResCap Unsecured Claim (Senior Unsecured Notes Claims) held in other accounts or other record names, or (2) it has provided the information specified in the following table for all other Class R-4 ResCap Unsecured Claim (Senior Unsecured Notes Claims) for which it has submitted additional Beneficial Owner Ballots, each of which indicates the same vote to accept or reject the Plan (please use additional sheets of paper if necessary):

ONLY COMPLETE THIS SECTION IF YOU
HAVE VOTED OTHER CLASS R-4 RESCAP UNSECURED CLAIMS
(SENIOR UNSECURED NOTES CLAIMS) ON A BENEFICIAL
OWNER BALLOT OTHER THAN THIS BENEFICIAL OWNER BALLOT.

Account Number with other Nominee (if applicable)	Name of Registered Holder or Other Nominee (if applicable)	ISIN of Other Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes) Voted	Principal Amount of Other Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes) Claims Voted

ITEM 4. **Certification.** By signing this Ballot, the holder of the Class R-4 ResCap Unsecured Claim (Senior Unsecured Notes Claims) certifies that it:

- a. is the holder of the Class R-4 ResCap Unsecured Claim (Senior Unsecured Notes Claims) to which this Ballot pertains;
- b. has been provided with a copy of the Plan, Disclosure Statement and the Disclosure Statement Order and acknowledges that the vote set forth on this Ballot is subject to all the terms and conditions set forth in the Plan, Disclosure Statement, and the Disclosure Statement Order; and
- c. has not submitted any other Ballots relating to the Class R-4 ResCap Unsecured Claim (Senior Unsecured Notes Claims) that are inconsistent with the votes as set forth in this Ballot or that, as limited by the terms of the Disclosure Statement Order and the instructions attached hereto, if such other Ballots were previously submitted, they either have been or are hereby revoked or changed to reflect the vote set forth herein.

Name of Claim Holder (Print or Type): _____

Nominee: _____

Signature: _____

Name of Signatory: _____

If Authorized Agent of Claimant, Title of Agent: _____

Street Address: _____

City, State, and Zip Code: _____

Telephone Number: _____

Email Address (if any): _____

Date Completed: _____

The Debtors will pay each Nominee's requested reasonable, documented costs and expenses associated with the distribution of copies of the Beneficial Owner Ballot and Solicitation Packages to the Beneficial Owners of the Senior Unsecured Notes Claims and tabulation of the Beneficial Owner Ballots. This Ballot is not a letter of transmittal and may not be used for any purpose other than to cast votes to accept or reject the Plan. Holders should not surrender, at this time, certificates representing their securities. KCC will not accept delivery of any such certificates surrendered together with this Ballot. Moreover, this Ballot shall not constitute or be deemed to be a proof of claim or equity interest or an assertion of a claim or equity interest.

**PLEASE COMPLETE, SIGN AND DATE THIS BENEFICIAL OWNER
BALLOT AND RETURN IT PROMPTLY IN THE ENVELOPE PROVIDED.**

**IF KCC DOES NOT ACTUALLY RECEIVE THIS BENEFICIAL OWNER BALLOT (IF PRE-VALIDATED)
OR THE MASTER BALLOT INCORPORATING THE VOTE CAST BY THIS BENEFICIAL OWNER
BALLOT ON OR BEFORE THE VOTING DEADLINE (AND IF THE VOTING DEADLINE IS NOT
EXTENDED), YOUR VOTE TRANSMITTED BY THIS BENEFICIAL OWNER BALLOT WILL NOT BE
COUNTED TOWARD CONFIRMATION.**

**IF YOU HAVE QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, OR IF YOU
NEED AN ADDITIONAL BALLOT OR ADDITIONAL COPIES OF THE DISCLOSURE STATEMENT OR
OTHER ENCLOSED MATERIALS, PLEASE CALL KCC AT +1 917-281-4800.**

Exhibit U

NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS CONTAINED IN THE MATERIALS MAILED WITH THIS BALLOT OR OTHER MATERIALS AUTHORIZED BY THE BANKRUPTCY COURT.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----)	
In re:	)	Case No. 12-12020 (MG)
)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u>,	)	Chapter 11
)	
Debtors.	)	Jointly Administered
-----)	

**BENEFICIAL HOLDER BALLOT FOR ACCEPTING OR
REJECTING THE JOINT CHAPTER 11 PLAN
PROPOSED BY RESIDENTIAL CAPITAL, LLC, ET AL. AND
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

CLASS R-4 — RESCAP UNSECURED CLAIMS (SENIOR UNSECURED NOTES CLAIMS)

**PLEASE READ AND FOLLOW THE ENCLOSED VOTING INSTRUCTIONS
FOR COMPLETING THIS BALLOT CAREFULLY BEFORE
COMPLETING THIS BALLOT.**

IN ORDER FOR YOUR VOTE TO BE COUNTED, ALL PRE-VALIDATED BENEFICIAL OWNER BALLOTS (INCLUDING MASTER BALLOTS CAST ON BEHALF OF BENEFICIAL OWNER BALLOTS THAT WERE NOT PRE-VALIDATED) MUST BE COMPLETED, EXECUTED AND RETURNED SO AS TO BE ACTUALLY RECEIVED BY KCC BY OCTOBER 21, 2013 AT 7:00 P.M. (EASTERN TIME) (THE “VOTING DEADLINE”) IN ACCORDANCE WITH THE FOLLOWING:

IF YOU RECEIVED A RETURN ENVELOPE ADDRESSED TO YOUR NOMINEE:¹

YOU MUST RETURN THIS BENEFICIAL OWNER BALLOT TO YOUR NOMINEE IN ACCORDANCE WITH THE ENCLOSED INSTRUCTIONS FROM YOUR NOMINEE, AND IN ANY EVENT, IN SUFFICIENT TIME TO PERMIT YOUR NOMINEE TO DELIVER A MASTER BALLOT INCLUDING YOUR VOTE TO KCC BY THE VOTING DEADLINE. PLEASE CONTACT YOUR NOMINEE WITH ANY QUESTIONS REGARDING THE DATE IT NEEDS TO RECEIVE YOUR BENEFICIAL OWNER BALLOT TO TIMELY SUBMIT THE MASTER BALLOT TO KCC.

IF YOU RECEIVED A RETURN ENVELOPE ADDRESSED TO KCC:

YOUR NOMINEE HAS PRE-VALIDATED THIS BENEFICIAL OWNER BALLOT. THEREFORE, YOU MUST RETURN THIS PRE-VALIDATED BENEFICIAL OWNER BALLOT DIRECTLY TO KCC SO IT IS **ACTUALLY RECEIVED** BY THE VOTING DEADLINE.

On August 23, 2013, the United States Bankruptcy Court for the Southern District of New York (the “**Court**”) signed an order (the “**Disclosure Statement Order**”) which approved the Disclosure Statement dated August 23, 2013 (as the same may be amended, modified, and/or supplemented, including all exhibits thereto, the “**Disclosure Statement**”) with respect to the *Joint Chapter 11 Plan Proposed By Residential Capital, LLC, et al. and the Official Committee of Unsecured Creditors* (as the same may be amended, modified, and/or supplemented, including all exhibits or supplements thereto, including the Plan Supplement, the “**Plan**”) and which establishes certain procedures for the solicitation and tabulation of votes to accept or reject the Plan. The Plan was filed by the above-captioned debtors and debtors-in-possession (the “**Debtors**”) and the Official Committee of Unsecured Creditors (the “**Committee**,” and together with the Debtors, the “**Plan Proponents**”) on August 23, 2013. The Plan is Exhibit 1 to the Disclosure Statement, which is part of the package that accompanies this Ballot (the “**Solicitation Package**”). The Court’s approval of the Disclosure Statement does not indicate approval of the Plan by the Court.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if it is accepted by the holders of at least two-thirds (2/3) in amount and more than one-half (1/2) in number of in each voting class that were voted to accept or reject the Plan, as applicable, and if the Plan otherwise satisfies the applicable requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained, the Bankruptcy Court nonetheless may confirm the Plan if it finds that the Plan (i) provides fair and equitable treatment to, and does not unfairly discriminate against, the Class or Classes rejecting the Plan and (ii) otherwise satisfies the requirements under section 1129(a) of the Bankruptcy Code.

You may wish to seek legal advice concerning the Plan and your classification and treatment under the Plan.

This Beneficial Owner Ballot is being sent to the Beneficial Owners of Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims). The Senior Unsecured Notes Claims consist of the following Senior Unsecured Notes issued under the Senior Unsecured Notes Indenture, dated as of June 24, 2005: (a) \$1,250,000,000 6.5% Notes due 2012, (b) \$1,750,000,000 6.5% Notes due 2013, (c) \$750,000,000 6.875% Notes due 2015, (e) €750,000,000 5.125% Notes due

¹ “**Nominee**” is the broker, dealer, commercial bank, trust company or other agent nominee holding Class R-4 Senior Unsecured Notes Claims on behalf of Beneficial Owners as record owners/holders. A “**Beneficial Owner**” means a beneficial owner of publicly-traded securities whose Claims have not been satisfied prior to the Voting Record Date (as defined below) pursuant to Bankruptcy Court order or otherwise, as reflected in the records maintained by the Nominees (or its own records if it holds such securities on its own behalf) holding Claims through Wilmington Trust as Senior Unsecured Notes Indenture Trustee for the Senior Unsecured Notes Issued by Residential Capital LLC.

2012, (f) £400,000,000 6.375% Notes due 2013, and (g) £400,000,000 7.875% Notes due 2014. If you hold Claims in other classes in which you are entitled to vote, you will receive a Ballot for each such other class.

Your rights are described in the Disclosure Statement, which was included in the Solicitation Package you are receiving with this Ballot (as well as the Plan, Disclosure Statement Order and certain other materials). If you received Solicitation Package materials in CD-ROM format and desire paper copies, or if you need to obtain additional solicitation materials, you may contact Kurtzman Carson Consultants LLC ("**KCC**") (a) at the ResCap restructuring website at www.kccllc.net/rescap, (b) upon request by mail to ResCap Balloting Center, c/o, KCC, 2335 Alaska Ave., El Segundo, California, 90245, (c) upon request by calling the ResCap restructuring hotline at (888) 251-2914, or (d) for a fee via PACER at www.nysb.uscourts.gov (a PACER login and password are required to access documents on the Court's website and can be obtained through the PACER Service Center at www.pacer.psc.uscourts.gov). Copies of the Plan and Disclosure Statement may also be examined by interested parties between the hours of 9:00 a.m. and 4:30 p.m. (Eastern Time) at the office of the Clerk of the Bankruptcy Court, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 511, New York, New York 10004.

IN THE EVENT NO HOLDER OF A CLAIM WITH RESPECT TO A SPECIFIC CLASS FOR A PARTICULAR DEBTOR TIMELY SUBMITS A BALLOT THAT COMPLIES WITH THE DISCLOSURE STATEMENT ORDER INDICATING ACCEPTANCE OR REJECTION OF THE PLAN, SUCH CLASS WILL BE DEEMED TO HAVE ACCEPTED THE PLAN.

ARTICLE IX OF THE PLAN CONTAINS RELEASE, EXCULPATION, AND INJUNCTION PROVISIONS, AND ARTICLE IX.D CONTAINS A THIRD PARTY RELEASE.

IF YOU: (1) VOTE TO ACCEPT THE PLAN, OR (2) FAIL TO TIMELY AND/OR PROPERLY SUBMIT A BALLOT, YOU WILL BE DEEMED TO HAVE CONSENTED TO THE THIRD PARTY RELEASE CONTAINED IN ARTICLE IX.D OF THE PLAN, THE EXCULPATION PROVISION CONTAINED IN ARTICLE IX.G OF THE PLAN, AND THE INJUNCTION PROVISION CONTAINED IN ARTICLE IX.H OF THE PLAN, EACH COPIED BELOW.

REGARDLESS AS TO HOW OR WHETHER YOU VOTED ON THE PLAN, IF THE PLAN IS CONFIRMED, THE RELEASE, EXCULPATION AND INJUNCTION PROVISIONS CONTAINED IN ARTICLE IX OF THE PLAN WILL BE BINDING UPON YOU. THUS, YOU ARE ADVISED TO REVIEW AND CONSIDER THE PLAN CAREFULLY BECAUSE YOUR RIGHTS MIGHT BE AFFECTED THEREUNDER.

VOTING INSTRUCTIONS

1. All capitalized terms used in the Ballot or these instructions but not otherwise defined therein shall have the meanings ascribed to them in the Plan or the Disclosure Statement Order, as applicable. In the event of a conflict between the Plan, the Ballot and the Disclosure Statement, the terms of the Plan shall control.
2. To ensure that your vote is counted, you must: (a) complete your Beneficial Owner Ballot in accordance with these instructions (and as explained in greater detail in the Confirmation Hearing Notice that was included in the Solicitation Package); (b) clearly indicate your decision either to accept or reject the Plan in the boxes provided in Item 2 of the Beneficial Owner Ballot; (c) review and complete Items 4 and 5 in accordance with the instructions therein; and (d) clearly sign and return an original of your Beneficial Owner Ballot to the address set forth on the enclosed pre-addressed envelope.
3. **Return of Beneficial Owner Ballots:** Your Beneficial Owner Ballot (if pre-validated) and/or the Master Ballot incorporating the vote cast on your Beneficial Owner Ballot **MUST** be returned to KCC so as to be **actually received** by KCC on or before the Voting Deadline, which is October 21, 2013, at 7:00 p.m. (Eastern Time). To ensure your vote is counted toward confirmation of the Plan, please read the following information carefully so

that you understand where your Beneficial Owner Ballot must be sent in order for it to be received before the Voting Deadline:

- (i) Pre-validated Beneficial Owner Ballot: If you received a Beneficial Owner Ballot and a return envelope addressed to KCC, you must return your completed Beneficial Owner Ballot directly to KCC so that it is **actually received** by KCC on or before the Voting Deadline.
- (ii) Not pre-validated Beneficial Owner Ballot: If you received a Beneficial Owner Ballot and a return envelope addressed to your Nominee, you must return your completed Beneficial Owner Ballot directly to your Nominee in sufficient time to permit your Nominee to deliver a Master Ballot including your vote to KCC by the Voting Deadline.

4. If a Master Ballot or pre-validated Beneficial Owner Ballot is received after the Voting Deadline and if the Voting Deadline is not extended, it will not be counted. Additionally, the following Beneficial Owner Ballots will NOT be counted:

- (i) Beneficial Owner Ballots sent to any of the Debtors, the Committee, the Debtors' agents (other than the pre-validated Beneficial Owner Ballots sent to KCC), the Committee's agents, any indenture trustee or the financial or legal advisors to the Debtors, the Committee or the indenture trustee;
- (ii) Beneficial Owner Ballots sent by facsimile, e-mail or any other electronic means;
- (iii) any Beneficial Owner Ballot that is illegible or contains insufficient information to permit the identification of the holder of the Claim;
- (iv) any Beneficial Owner Ballot cast by an entity that does not hold a Claim in a Class that is entitled to vote on the Plan;
- (v) any unsigned Beneficial Owner Ballot or Master Ballot; and/or
- (vi) any Beneficial Owner Ballot submitted by any entity not entitled to vote pursuant to the Disclosure Statement Order.

5. Beneficial Owner Ballots that indicate both acceptance and rejection of the Plan or indicate neither an acceptance nor rejection of the Plan will not be counted.

6. The method of delivery of Beneficial Owner Ballots to KCC or your Nominee is at the election and risk of each holder of a Claim. Except as otherwise provided herein, such delivery will be deemed made only when KCC **actually receives** the originally executed Beneficial Owner Ballot or Master Ballot incorporating the Beneficial Owner Ballot. Instead of effecting delivery by first-class mail, it is recommended, though not required, that holders use an overnight or hand delivery service. In all cases, holders should allow sufficient time to assure timely delivery.

7. If multiple Beneficial Owner Ballots are received from the same holder of a Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claim) with respect to the same Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claim) prior to the Voting Deadline, the last valid Beneficial Owner Ballot timely received will supersede and revoke any earlier received Beneficial Owner Ballots.

8. If you believe you received the wrong Ballot, or if you need additional Ballots, please immediately contact KCC.

9. This Ballot does not constitute, and shall not be deemed to be, a proof of claim or an assertion or admission of a Claim.

10. If you hold Claims in more than one class under the Plan, you may receive more than one Ballot for each different class. Each Ballot votes only your Claims indicated on that Ballot. Please complete and return each Ballot you receive.
11. Please be sure to sign and date your Ballot. If you are signing a Ballot in your capacity as a trustee, executor, administrator, guardian, attorney in fact, officer of a corporation or otherwise acting in a fiduciary or representative capacity, you must indicate such capacity when signing and, if required or requested by KCC, the Plan Proponents or the Court, must submit proper evidence to the requesting party to so act on behalf of such holder. In addition, please provide your name and mailing address if it is different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

PLEASE MAIL YOUR BALLOT PROMPTLY. FACSIMILE OR OTHER ELECTRONIC (INCLUDING E-MAIL) TRANSMISSION OF THIS BALLOT WILL NOT BE ACCEPTED.

IF YOU HAVE ANY QUESTIONS REGARDING THE BALLOT OR THE PROCEDURES GENERALLY, OR IF YOU NEED ADDITIONAL COPIES OF THE BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CALL KCC AT +1 917-281-4800. PLEASE NOTE THAT KCC IS NOT AUTHORIZED TO, AND WILL NOT, PROVIDE LEGAL ADVICE.

THIS BALLOT IS TO BE USED BY BENEFICIAL OWNERS OF CLASS R-4 RESCAP UNSECURED CLAIMS (SENIOR UNSECURED NOTES CLAIMS). PLEASE COMPLETE, SIGN AND DATE THIS BALLOT AND RETURN IT IN THE ENCLOSED ENVELOPE.

ITEM 1. **Claim Amount for Voting Purposes.** The undersigned certifies that as of August 16, 2013 (the “**Voting Record Date**”), it held a Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claim) in the below amount:

- a. Claim Amount on account of sterling-denominated Senior Unsecured Notes:

£ _____

ITEM 2. **Vote.** The holder of the Class R-4 ResCap Unsecured Claim (Senior Unsecured Notes Claim) that relates to this Ballot votes:

☐ to ACCEPT the Plan.

☐ to REJECT the Plan.

THE RELEASE IN ARTICLE IX.D OF THE PLAN PROVIDES:

ON AND AS OF THE EFFECTIVE DATE OF THE PLAN, THE HOLDERS OF CLAIMS AND EQUITY INTERESTS, SHALL BE DEEMED TO PROVIDE A FULL AND COMPLETE DISCHARGE AND RELEASE TO THE ALLY RELEASED PARTIES AND THEIR RESPECTIVE PROPERTY FROM ANY AND ALL CAUSES OF ACTION WHATSOEVER, WHETHER KNOWN OR UNKNOWN, ASSERTED OR UNASSERTED, DERIVATIVE OR DIRECT, FORESEEN OR UNFORESEEN, EXISTING OR HEREINAFTER ARISING, IN LAW, EQUITY, OR OTHERWISE, WHETHER FOR TORT, FRAUD, CONTRACT, VIOLATIONS OF FEDERAL OR STATE SECURITIES LAWS, VEIL PIERCING OR ALTER-EGO THEORIES OF LIABILITY, CONTRIBUTION, INDEMNIFICATION, JOINT LIABILITY, OR OTHERWISE, ARISING FROM OR RELATED IN ANY WAY TO THE DEBTORS, INCLUDING THOSE IN ANY WAY RELATED TO RMBS ISSUED AND/OR SOLD BY THE DEBTORS OR THEIR AFFILIATES AND/OR THE CHAPTER 11 CASES OR THE PLAN, AND ANY OBLIGATIONS UNDER THE DOJ/AG SETTLEMENT, THE CONSENT ORDER, AND THE ORDER OF ASSESSMENT.

ENTRY OF THE CONFIRMATION ORDER SHALL CONSTITUTE THE BANKRUPTCY COURT'S APPROVAL, UNDER SECTION 1123 OF THE BANKRUPTCY CODE AND BANKRUPTCY RULE 9019, OF THE THIRD PARTY RELEASE, AND FURTHER, SHALL CONSTITUTE THE BANKRUPTCY COURT'S FINDING THAT THIS THIRD PARTY RELEASE IS: (1) IN EXCHANGE FOR THE GOOD, VALUABLE AND SUBSTANTIAL CONSIDERATION PROVIDED BY THE ALLY RELEASED PARTIES; (2) IN THE BEST INTERESTS OF THE DEBTORS, THE ESTATES, THE LIQUIDATING TRUST AND ALL HOLDERS OF CLAIMS AND EQUITY INTERESTS; (3) FAIR, EQUITABLE AND REASONABLE; (4) GIVEN AND MADE AFTER DUE NOTICE AND OPPORTUNITY FOR A HEARING; (5) JUSTIFIED BY TRULY UNUSUAL CIRCUMSTANCES; (6) AN ESSENTIAL COMPONENT AND CRITICAL TO THE SUCCESS OF THE PLAN; (7) RESULTED IN DISTRIBUTIONS TO THE CREDITORS THAT WOULD OTHERWISE HAVE BEEN UNAVAILABLE; (8) THE RESULT OF AN IDENTITY OF INTEREST BETWEEN THE DEBTORS AND THE ALLY RELEASED PARTIES REGARDING THE PLAN; AND (9) A BAR TO ANY PARTY ASSERTING A CLAIM OR CAUSE OF ACTION RELEASED PURSUANT TO THIS THIRD PARTY RELEASE AGAINST ANY OF THE ALLY RELEASED PARTIES.

THE EXCULPATION IN ARTICLE IX.G OF THE PLAN PROVIDES:

THE EXCULPATED PARTIES SHALL NEITHER HAVE, NOR INCUR, ANY LIABILITY TO ANY ENTITY FOR ANY PRE-PETITION OR POST-PETITION ACT OR OMISSION TAKEN IN CONNECTION WITH, OR RELATED TO, FORMULATING, NEGOTIATING, PREPARING, DISSEMINATING, SOLICITING, IMPLEMENTING, ADMINISTERING, CONFIRMING, OR EFFECTING THE CONSUMMATION OF ANY PREPETITION PLAN SUPPORT AGREEMENTS, THE PLAN SUPPORT AGREEMENT, THE PLAN, THE DISCLOSURE STATEMENT, THE FGIC SETTLEMENT AGREEMENT, THE KESSLER SETTLEMENT AGREEMENT, THE RMBS SETTLEMENT, OR ANY CONTRACT, INSTRUMENT, RELEASE, OR OTHER AGREEMENT OR DOCUMENT CREATED OR ENTERED INTO IN CONNECTION WITH THE PLAN, PROVIDED, THAT THE FOREGOING PROVISIONS OF THIS EXCULPATION SHALL HAVE NO EFFECT ON THE LIABILITY OF ANY ENTITY THAT RESULTS FROM ANY SUCH ACT THAT IS DETERMINED IN A FINAL, NON-APPEALABLE ORDER TO HAVE CONSTITUTED GROSS NEGLIGENCE OR WILLFUL MISCONDUCT; PROVIDED, FURTHER, THAT THE EXCULPATED PARTIES SHALL BE ENTITLED TO RELY UPON THE ADVICE OF COUNSEL AND FINANCIAL ADVISORS CONCERNING HIS, HER, OR ITS DUTIES PURSUANT TO, OR IN CONNECTION WITH, ANY PREPETITION PLAN SUPPORT AGREEMENT, THE PLAN SUPPORT AGREEMENT, THE PLAN, THE DISCLOSURE STATEMENT, THE FGIC SETTLEMENT AGREEMENT, AND THE RMBS SETTLEMENT.

THE INJUNCTION IN ARTICLE IX.H OF THE PLAN PROVIDES:

EXCEPT AS OTHERWISE PROVIDED IN THE CONFIRMATION ORDER OR HEREIN AND IN ACCORDANCE WITH ARTICLE IX.E HEREOF, ALL ENTITIES, INCLUDING INVESTORS, WHO HAVE HELD, HOLD OR MAY HOLD CLAIMS, EQUITY INTERESTS, CAUSES OF ACTION OR LIABILITIES THAT CONSTITUTE RELEASED CLAIMS, ARE PERMANENTLY ENJOINED AND PRECLUDED, FROM AND AFTER THE EFFECTIVE DATE OF THE PLAN, FROM: (A) COMMENCING OR CONTINUING IN ANY MANNER OR ACTION OR OTHER PROCEEDING OF ANY KIND AGAINST ANY RELEASED PARTY WHETHER DIRECTLY, DERIVATIVELY OR OTHERWISE, ON ACCOUNT OF OR IN CONNECTION WITH OR WITH RESPECT TO ANY RELEASED CLAIMS; (B) ENFORCING, ATTACHING, COLLECTING OR RECOVERING BY ANY MANNER OR MEANS ANY JUDGMENT, AWARD, DECREE OR ORDER AGAINST ANY RELEASED PARTY ON ACCOUNT OF OR IN CONNECTION WITH OR WITH RESPECT TO ANY RELEASED CLAIMS; (C) CREATING, PERFECTING OR ENFORCING ANY LIEN (OTHER THAN ANY CHARGING LIEN OF A TRUSTEE UNDER ITS RESPECTIVE INDENTURE), CLAIM OR

ENCUMBRANCE OF ANY KIND AGAINST ANY RELEASED PARTY ON ACCOUNT OF OR IN CONNECTION WITH OR WITH RESPECT TO ANY RELEASED CLAIMS; (D) ASSERTING ANY RIGHT TO SETOFF, SUBROGATION OR RECOUPMENT OF ANY KIND AGAINST ANY OBLIGATION DUE FROM ANY RELEASED PARTY ON ACCOUNT OF OR IN CONNECTION WITH OR WITH RESPECT TO ANY RELEASED CLAIMS UNLESS SUCH HOLDER HAS FILED A MOTION REQUESTING THE RIGHT TO PERFORM SUCH SETOFF ON OR BEFORE THE CONFIRMATION DATE, AND NOTWITHSTANDING ANY INDICATION IN A PROOF OF CLAIM OR EQUITY INTEREST OR OTHERWISE THAT SUCH HOLDER ASSERTS, HAS OR INTENDS TO PRESERVE ANY RIGHT OF SETOFF PURSUANT TO SECTION 553 OF THE BANKRUPTCY CODE OR OTHERWISE; (E) COMMENCING OR CONTINUING IN ANY MANNER OR ACTION OR OTHER PROCEEDING OF ANY KIND AGAINST ANY RELEASED PARTY ON ACCOUNT OF OR IN CONNECTION WITH OR WITH RESPECT TO ANY RELEASED CLAIMS; AND (F) SEEKING RELIEF OR COLLECTING JUDGMENTS ON AN INVESTOR-RELATED SECURITIES CLAIM IN A MANNER THAT FAILS TO CONFORM WITH THE TERMS OF THE JUDGMENT REDUCTION PROVISION SET FORTH IN THE PLAN AND THE CONFIRMATION ORDER; PROVIDED, THAT NOTHING CONTAINED HEREIN SHALL BE CONSTRUED TO PREVENT ANY ENTITY FROM OBJECTING TO CLAIMS OR DEFENDING AGAINST CLAIMS OBJECTIONS OR COLLECTION ACTIONS WHETHER BY ASSERTING A RIGHT OF SETOFF OR OTHERWISE TO THE EXTENT PERMITTED BY LAW. SUCH INJUNCTION SHALL EXTEND TO THE SUCCESSORS OF THE LIQUIDATING TRUST, IF ANY, AND TO THEIR RESPECTIVE PROPERTIES AND INTERESTS IN PROPERTY. ANY PERSON INJURED BY ANY WILLFUL VIOLATION OF THIS INJUNCTION SHALL BE ENTITLED TO RECOVER ACTUAL DAMAGES, INCLUDING COSTS AND ATTORNEYS' FEES AND, IN APPROPRIATE CIRCUMSTANCES, MAY RECOVER PUNITIVE DAMAGES FROM THE WILLFUL VIOLATOR.

ITEM 3. **Certifications as to Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims).** By completing and returning this Beneficial Owner Ballot, the undersigned Beneficial Owner certifies that either (1) it has not submitted any other Ballots for other Class R-4 ResCap Unsecured Claim (Senior Unsecured Notes Claims) held in other accounts or other record names, or (2) it has provided the information specified in the following table for all other Class R-4 ResCap Unsecured Claim (Senior Unsecured Notes Claims) for which it has submitted additional Beneficial Owner Ballots, each of which indicates the same vote to accept or reject the Plan (please use additional sheets of paper if necessary):

ONLY COMPLETE THIS SECTION IF YOU
HAVE VOTED OTHER CLASS R-4 RESCAP UNSECURED CLAIMS
(SENIOR UNSECURED NOTES CLAIMS) ON A BENEFICIAL
OWNER BALLOT OTHER THAN THIS BENEFICIAL OWNER BALLOT.

Account Number with other Nominee (if applicable)	Name of Registered Holder or Other Nominee (if applicable)	ISIN of Other Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes) Voted	Principal Amount of Other Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes) Claims Voted

ITEM 4. **Certification.** By signing this Ballot, the holder of the Class R-4 ResCap Unsecured Claim (Senior Unsecured Notes Claims) certifies that it:

- a. is the holder of the Class R-4 ResCap Unsecured Claim (Senior Unsecured Notes Claims) to which this Ballot pertains;
- b. has been provided with a copy of the Plan, Disclosure Statement and the Disclosure Statement Order and acknowledges that the vote set forth on this Ballot is subject to all the terms and conditions set forth in the Plan, Disclosure Statement, and the Disclosure Statement Order; and
- c. has not submitted any other Ballots relating to the Class R-4 ResCap Unsecured Claim (Senior Unsecured Notes Claims) that are inconsistent with the votes as set forth in this Ballot or that, as limited by the terms of the Disclosure Statement Order and the instructions attached hereto, if such other Ballots were previously submitted, they either have been or are hereby revoked or changed to reflect the vote set forth herein.

Name of Claim Holder (Print or Type): _____

Nominee: _____

Signature: _____

Name of Signatory: _____

If Authorized Agent of Claimant, Title of Agent: _____

Street Address: _____

City, State, and Zip Code: _____

Telephone Number: _____

Email Address (if any): _____

Date Completed: _____

The Debtors will pay each Nominee's requested reasonable, documented costs and expenses associated with the distribution of copies of the Beneficial Owner Ballot and Solicitation Packages to the Beneficial Owners of the Senior Unsecured Notes Claims and tabulation of the Beneficial Owner Ballots. This Ballot is not a letter of transmittal and may not be used for any purpose other than to cast votes to accept or reject the Plan. Holders should not surrender, at this time, certificates representing their securities. KCC will not accept delivery of any such certificates surrendered together with this Ballot. Moreover, this Ballot shall not constitute or be deemed to be a proof of claim or equity interest or an assertion of a claim or equity interest.

**PLEASE COMPLETE, SIGN AND DATE THIS BENEFICIAL OWNER
BALLOT AND RETURN IT PROMPTLY IN THE ENVELOPE PROVIDED.**

**IF KCC DOES NOT ACTUALLY RECEIVE THIS BENEFICIAL OWNER BALLOT (IF PRE-VALIDATED)
OR THE MASTER BALLOT INCORPORATING THE VOTE CAST BY THIS BENEFICIAL OWNER
BALLOT ON OR BEFORE THE VOTING DEADLINE (AND IF THE VOTING DEADLINE IS NOT
EXTENDED), YOUR VOTE TRANSMITTED BY THIS BENEFICIAL OWNER BALLOT WILL NOT BE
COUNTED TOWARD CONFIRMATION.**

**IF YOU HAVE QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, OR IF YOU
NEED AN ADDITIONAL BALLOT OR ADDITIONAL COPIES OF THE DISCLOSURE STATEMENT OR
OTHER ENCLOSED MATERIALS, PLEASE CALL KCC AT +1 917-281-4800.**

Exhibit V

NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS CONTAINED IN THE MATERIALS MAILED WITH THIS BALLOT OR OTHER MATERIALS AUTHORIZED BY THE BANKRUPTCY COURT.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----)	
In re:	)	Case No. 12-12020 (MG)
)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u>,	)	Chapter 11
)	
Debtors.	)	Jointly Administered
-----)	

**BENEFICIAL HOLDER BALLOT FOR ACCEPTING OR
REJECTING THE JOINT CHAPTER 11 PLAN
PROPOSED BY RESIDENTIAL CAPITAL, LLC, ET AL. AND
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

CLASS R-4 — RESCAP UNSECURED CLAIMS (SENIOR UNSECURED NOTES CLAIMS)

**PLEASE READ AND FOLLOW THE ENCLOSED VOTING INSTRUCTIONS
FOR COMPLETING THIS BALLOT CAREFULLY BEFORE
COMPLETING THIS BALLOT.**

IN ORDER FOR YOUR VOTE TO BE COUNTED, ALL PRE-VALIDATED BENEFICIAL OWNER BALLOTS (INCLUDING MASTER BALLOTS CAST ON BEHALF OF BENEFICIAL OWNER BALLOTS THAT WERE NOT PRE-VALIDATED) MUST BE COMPLETED, EXECUTED AND RETURNED SO AS TO BE ACTUALLY RECEIVED BY KCC BY OCTOBER 21, 2013 AT 7:00 P.M. (EASTERN TIME) (THE “VOTING DEADLINE”) IN ACCORDANCE WITH THE FOLLOWING:

IF YOU RECEIVED A RETURN ENVELOPE ADDRESSED TO YOUR NOMINEE:¹

YOU MUST RETURN THIS BENEFICIAL OWNER BALLOT TO YOUR NOMINEE IN ACCORDANCE WITH THE ENCLOSED INSTRUCTIONS FROM YOUR NOMINEE, AND IN ANY EVENT, IN SUFFICIENT TIME TO PERMIT YOUR NOMINEE TO DELIVER A MASTER BALLOT INCLUDING YOUR VOTE TO KCC BY THE VOTING DEADLINE. PLEASE CONTACT YOUR NOMINEE WITH ANY QUESTIONS REGARDING THE DATE IT NEEDS TO RECEIVE YOUR BENEFICIAL OWNER BALLOT TO TIMELY SUBMIT THE MASTER BALLOT TO KCC.

IF YOU RECEIVED A RETURN ENVELOPE ADDRESSED TO KCC:

YOUR NOMINEE HAS PRE-VALIDATED THIS BENEFICIAL OWNER BALLOT. THEREFORE, YOU MUST RETURN THIS PRE-VALIDATED BENEFICIAL OWNER BALLOT DIRECTLY TO KCC SO IT IS **ACTUALLY RECEIVED** BY THE VOTING DEADLINE.

On August 23, 2013, the United States Bankruptcy Court for the Southern District of New York (the “**Court**”) signed an order (the “**Disclosure Statement Order**”) which approved the Disclosure Statement dated August 23, 2013 (as the same may be amended, modified, and/or supplemented, including all exhibits thereto, the “**Disclosure Statement**”) with respect to the *Joint Chapter 11 Plan Proposed By Residential Capital, LLC, et al. and the Official Committee of Unsecured Creditors* (as the same may be amended, modified, and/or supplemented, including all exhibits or supplements thereto, including the Plan Supplement, the “**Plan**”) and which establishes certain procedures for the solicitation and tabulation of votes to accept or reject the Plan. The Plan was filed by the above-captioned debtors and debtors-in-possession (the “**Debtors**”) and the Official Committee of Unsecured Creditors (the “**Committee**,” and together with the Debtors, the “**Plan Proponents**”) on August 23, 2013. The Plan is Exhibit 1 to the Disclosure Statement, which is part of the package that accompanies this Ballot (the “**Solicitation Package**”). The Court’s approval of the Disclosure Statement does not indicate approval of the Plan by the Court.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if it is accepted by the holders of at least two-thirds (2/3) in amount and more than one-half (1/2) in number of in each voting class that were voted to accept or reject the Plan, as applicable, and if the Plan otherwise satisfies the applicable requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained, the Bankruptcy Court nonetheless may confirm the Plan if it finds that the Plan (i) provides fair and equitable treatment to, and does not unfairly discriminate against, the Class or Classes rejecting the Plan and (ii) otherwise satisfies the requirements under section 1129(a) of the Bankruptcy Code.

You may wish to seek legal advice concerning the Plan and your classification and treatment under the Plan.

This Beneficial Owner Ballot is being sent to the Beneficial Owners of Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims). The Senior Unsecured Notes Claims consist of the following Senior Unsecured Notes issued under the Senior Unsecured Notes Indenture, dated as of June 24, 2005: (a) \$1,250,000,000 6.5% Notes due 2012, (b) \$1,750,000,000 6.5% Notes due 2013, (c) \$750,000,000 6.875% Notes due 2015, (e) €750,000,000 5.125% Notes due

¹ “**Nominee**” is the broker, dealer, commercial bank, trust company or other agent nominee holding Class R-4 Senior Unsecured Notes Claims on behalf of Beneficial Owners as record owners/holders. A “**Beneficial Owner**” means a beneficial owner of publicly-traded securities whose Claims have not been satisfied prior to the Voting Record Date (as defined below) pursuant to Bankruptcy Court order or otherwise, as reflected in the records maintained by the Nominees (or its own records if it holds such securities on its own behalf) holding Claims through Wilmington Trust as Senior Unsecured Notes Indenture Trustee for the Senior Unsecured Notes Issued by Residential Capital LLC.

2012, (f) £400,000,000 6.375% Notes due 2013, and (g) £400,000,000 7.875% Notes due 2014. If you hold Claims in other classes in which you are entitled to vote, you will receive a Ballot for each such other class.

Your rights are described in the Disclosure Statement, which was included in the Solicitation Package you are receiving with this Ballot (as well as the Plan, Disclosure Statement Order and certain other materials). If you received Solicitation Package materials in CD-ROM format and desire paper copies, or if you need to obtain additional solicitation materials, you may contact Kurtzman Carson Consultants LLC ("**KCC**") (a) at the ResCap restructuring website at www.kccllc.net/rescap, (b) upon request by mail to ResCap Balloting Center, c/o, KCC, 2335 Alaska Ave., El Segundo, California, 90245, (c) upon request by calling the ResCap restructuring hotline at (888) 251-2914, or (d) for a fee via PACER at www.nysb.uscourts.gov (a PACER login and password are required to access documents on the Court's website and can be obtained through the PACER Service Center at www.pacer.psc.uscourts.gov). Copies of the Plan and Disclosure Statement may also be examined by interested parties between the hours of 9:00 a.m. and 4:30 p.m. (Eastern Time) at the office of the Clerk of the Bankruptcy Court, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 511, New York, New York 10004.

IN THE EVENT NO HOLDER OF A CLAIM WITH RESPECT TO A SPECIFIC CLASS FOR A PARTICULAR DEBTOR TIMELY SUBMITS A BALLOT THAT COMPLIES WITH THE DISCLOSURE STATEMENT ORDER INDICATING ACCEPTANCE OR REJECTION OF THE PLAN, SUCH CLASS WILL BE DEEMED TO HAVE ACCEPTED THE PLAN.

ARTICLE IX OF THE PLAN CONTAINS RELEASE, EXCULPATION, AND INJUNCTION PROVISIONS, AND ARTICLE IX.D CONTAINS A THIRD PARTY RELEASE.

IF YOU: (1) VOTE TO ACCEPT THE PLAN, OR (2) FAIL TO TIMELY AND/OR PROPERLY SUBMIT A BALLOT, YOU WILL BE DEEMED TO HAVE CONSENTED TO THE THIRD PARTY RELEASE CONTAINED IN ARTICLE IX.D OF THE PLAN, THE EXCULPATION PROVISION CONTAINED IN ARTICLE IX.G OF THE PLAN, AND THE INJUNCTION PROVISION CONTAINED IN ARTICLE IX.H OF THE PLAN, EACH COPIED BELOW.

REGARDLESS AS TO HOW OR WHETHER YOU VOTED ON THE PLAN, IF THE PLAN IS CONFIRMED, THE RELEASE, EXCULPATION AND INJUNCTION PROVISIONS CONTAINED IN ARTICLE IX OF THE PLAN WILL BE BINDING UPON YOU. THUS, YOU ARE ADVISED TO REVIEW AND CONSIDER THE PLAN CAREFULLY BECAUSE YOUR RIGHTS MIGHT BE AFFECTED THEREUNDER.

VOTING INSTRUCTIONS

1. All capitalized terms used in the Ballot or these instructions but not otherwise defined therein shall have the meanings ascribed to them in the Plan or the Disclosure Statement Order, as applicable. In the event of a conflict between the Plan, the Ballot and the Disclosure Statement, the terms of the Plan shall control.
2. To ensure that your vote is counted, you must: (a) complete your Beneficial Owner Ballot in accordance with these instructions (and as explained in greater detail in the Confirmation Hearing Notice that was included in the Solicitation Package); (b) clearly indicate your decision either to accept or reject the Plan in the boxes provided in Item 2 of the Beneficial Owner Ballot; (c) review and complete Items 4 and 5 in accordance with the instructions therein; and (d) clearly sign and return an original of your Beneficial Owner Ballot to the address set forth on the enclosed pre-addressed envelope.
3. **Return of Beneficial Owner Ballots:** Your Beneficial Owner Ballot (if pre-validated) and/or the Master Ballot incorporating the vote cast on your Beneficial Owner Ballot **MUST** be returned to KCC so as to be **actually received** by KCC on or before the Voting Deadline, which is October 21, 2013, at 7:00 p.m. (Eastern Time). To ensure your vote is counted toward confirmation of the Plan, please read the following information carefully so

that you understand where your Beneficial Owner Ballot must be sent in order for it to be received before the Voting Deadline:

- (i) Pre-validated Beneficial Owner Ballot: If you received a Beneficial Owner Ballot and a return envelope addressed to KCC, you must return your completed Beneficial Owner Ballot directly to KCC so that it is **actually received** by KCC on or before the Voting Deadline.
- (ii) Not pre-validated Beneficial Owner Ballot: If you received a Beneficial Owner Ballot and a return envelope addressed to your Nominee, you must return your completed Beneficial Owner Ballot directly to your Nominee in sufficient time to permit your Nominee to deliver a Master Ballot including your vote to KCC by the Voting Deadline.

4. If a Master Ballot or pre-validated Beneficial Owner Ballot is received after the Voting Deadline and if the Voting Deadline is not extended, it will not be counted. Additionally, the following Beneficial Owner Ballots will NOT be counted:

- (i) Beneficial Owner Ballots sent to any of the Debtors, the Committee, the Debtors' agents (other than the pre-validated Beneficial Owner Ballots sent to KCC), the Committee's agents, any indenture trustee or the financial or legal advisors to the Debtors, the Committee or the indenture trustee;
- (ii) Beneficial Owner Ballots sent by facsimile, e-mail or any other electronic means;
- (iii) any Beneficial Owner Ballot that is illegible or contains insufficient information to permit the identification of the holder of the Claim;
- (iv) any Beneficial Owner Ballot cast by an entity that does not hold a Claim in a Class that is entitled to vote on the Plan;
- (v) any unsigned Beneficial Owner Ballot or Master Ballot; and/or
- (vi) any Beneficial Owner Ballot submitted by any entity not entitled to vote pursuant to the Disclosure Statement Order.

5. Beneficial Owner Ballots that indicate both acceptance and rejection of the Plan or indicate neither an acceptance nor rejection of the Plan will not be counted.

6. The method of delivery of Beneficial Owner Ballots to KCC or your Nominee is at the election and risk of each holder of a Claim. Except as otherwise provided herein, such delivery will be deemed made only when KCC **actually receives** the originally executed Beneficial Owner Ballot or Master Ballot incorporating the Beneficial Owner Ballot. Instead of effecting delivery by first-class mail, it is recommended, though not required, that holders use an overnight or hand delivery service. In all cases, holders should allow sufficient time to assure timely delivery.

7. If multiple Beneficial Owner Ballots are received from the same holder of a Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claim) with respect to the same Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claim) prior to the Voting Deadline, the last valid Beneficial Owner Ballot timely received will supersede and revoke any earlier received Beneficial Owner Ballots.

8. If you believe you received the wrong Ballot, or if you need additional Ballots, please immediately contact KCC.

9. This Ballot does not constitute, and shall not be deemed to be, a proof of claim or an assertion or admission of a Claim.

10. If you hold Claims in more than one class under the Plan, you may receive more than one Ballot for each different class. Each Ballot votes only your Claims indicated on that Ballot. Please complete and return each Ballot you receive.
11. Please be sure to sign and date your Ballot. If you are signing a Ballot in your capacity as a trustee, executor, administrator, guardian, attorney in fact, officer of a corporation or otherwise acting in a fiduciary or representative capacity, you must indicate such capacity when signing and, if required or requested by KCC, the Plan Proponents or the Court, must submit proper evidence to the requesting party to so act on behalf of such holder. In addition, please provide your name and mailing address if it is different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

PLEASE MAIL YOUR BALLOT PROMPTLY. FACSIMILE OR OTHER ELECTRONIC (INCLUDING E-MAIL) TRANSMISSION OF THIS BALLOT WILL NOT BE ACCEPTED.

IF YOU HAVE ANY QUESTIONS REGARDING THE BALLOT OR THE PROCEDURES GENERALLY, OR IF YOU NEED ADDITIONAL COPIES OF THE BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CALL KCC AT +1 917-281-4800. PLEASE NOTE THAT KCC IS NOT AUTHORIZED TO, AND WILL NOT, PROVIDE LEGAL ADVICE.

THIS BALLOT IS TO BE USED BY BENEFICIAL OWNERS OF CLASS R-4 RESCAP UNSECURED CLAIMS (SENIOR UNSECURED NOTES CLAIMS). PLEASE COMPLETE, SIGN AND DATE THIS BALLOT AND RETURN IT IN THE ENCLOSED ENVELOPE.

ITEM 1. **Claim Amount for Voting Purposes.** The undersigned certifies that as of August 16, 2013 (the “**Voting Record Date**”), it held a Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claim) in the below amount:

- a. Claim Amount on account of sterling-denominated Senior Unsecured Notes:

£ _____

ITEM 2. **Vote.** The holder of the Class R-4 ResCap Unsecured Claim (Senior Unsecured Notes Claim) that relates to this Ballot votes:

☐ to ACCEPT the Plan.

☐ to REJECT the Plan.

THE RELEASE IN ARTICLE IX.D OF THE PLAN PROVIDES:

ON AND AS OF THE EFFECTIVE DATE OF THE PLAN, THE HOLDERS OF CLAIMS AND EQUITY INTERESTS, SHALL BE DEEMED TO PROVIDE A FULL AND COMPLETE DISCHARGE AND RELEASE TO THE ALLY RELEASED PARTIES AND THEIR RESPECTIVE PROPERTY FROM ANY AND ALL CAUSES OF ACTION WHATSOEVER, WHETHER KNOWN OR UNKNOWN, ASSERTED OR UNASSERTED, DERIVATIVE OR DIRECT, FORESEEN OR UNFORESEEN, EXISTING OR HEREINAFTER ARISING, IN LAW, EQUITY, OR OTHERWISE, WHETHER FOR TORT, FRAUD, CONTRACT, VIOLATIONS OF FEDERAL OR STATE SECURITIES LAWS, VEIL PIERCING OR ALTER-EGO THEORIES OF LIABILITY, CONTRIBUTION, INDEMNIFICATION, JOINT LIABILITY, OR OTHERWISE, ARISING FROM OR RELATED IN ANY WAY TO THE DEBTORS, INCLUDING THOSE IN ANY WAY RELATED TO RMBS ISSUED AND/OR SOLD BY THE DEBTORS OR THEIR AFFILIATES AND/OR THE CHAPTER 11 CASES OR THE PLAN, AND ANY OBLIGATIONS UNDER THE DOJ/AG SETTLEMENT, THE CONSENT ORDER, AND THE ORDER OF ASSESSMENT.

ENTRY OF THE CONFIRMATION ORDER SHALL CONSTITUTE THE BANKRUPTCY COURT'S APPROVAL, UNDER SECTION 1123 OF THE BANKRUPTCY CODE AND BANKRUPTCY RULE 9019, OF THE THIRD PARTY RELEASE, AND FURTHER, SHALL CONSTITUTE THE BANKRUPTCY COURT'S FINDING THAT THIS THIRD PARTY RELEASE IS: (1) IN EXCHANGE FOR THE GOOD, VALUABLE AND SUBSTANTIAL CONSIDERATION PROVIDED BY THE ALLY RELEASED PARTIES; (2) IN THE BEST INTERESTS OF THE DEBTORS, THE ESTATES, THE LIQUIDATING TRUST AND ALL HOLDERS OF CLAIMS AND EQUITY INTERESTS; (3) FAIR, EQUITABLE AND REASONABLE; (4) GIVEN AND MADE AFTER DUE NOTICE AND OPPORTUNITY FOR A HEARING; (5) JUSTIFIED BY TRULY UNUSUAL CIRCUMSTANCES; (6) AN ESSENTIAL COMPONENT AND CRITICAL TO THE SUCCESS OF THE PLAN; (7) RESULTED IN DISTRIBUTIONS TO THE CREDITORS THAT WOULD OTHERWISE HAVE BEEN UNAVAILABLE; (8) THE RESULT OF AN IDENTITY OF INTEREST BETWEEN THE DEBTORS AND THE ALLY RELEASED PARTIES REGARDING THE PLAN; AND (9) A BAR TO ANY PARTY ASSERTING A CLAIM OR CAUSE OF ACTION RELEASED PURSUANT TO THIS THIRD PARTY RELEASE AGAINST ANY OF THE ALLY RELEASED PARTIES.

THE EXCULPATION IN ARTICLE IX.G OF THE PLAN PROVIDES:

THE EXCULPATED PARTIES SHALL NEITHER HAVE, NOR INCUR, ANY LIABILITY TO ANY ENTITY FOR ANY PRE-PETITION OR POST-PETITION ACT OR OMISSION TAKEN IN CONNECTION WITH, OR RELATED TO, FORMULATING, NEGOTIATING, PREPARING, DISSEMINATING, SOLICITING, IMPLEMENTING, ADMINISTERING, CONFIRMING, OR EFFECTING THE CONSUMMATION OF ANY PREPETITION PLAN SUPPORT AGREEMENTS, THE PLAN SUPPORT AGREEMENT, THE PLAN, THE DISCLOSURE STATEMENT, THE FGIC SETTLEMENT AGREEMENT, THE KESSLER SETTLEMENT AGREEMENT, THE RMBS SETTLEMENT, OR ANY CONTRACT, INSTRUMENT, RELEASE, OR OTHER AGREEMENT OR DOCUMENT CREATED OR ENTERED INTO IN CONNECTION WITH THE PLAN, PROVIDED, THAT THE FOREGOING PROVISIONS OF THIS EXCULPATION SHALL HAVE NO EFFECT ON THE LIABILITY OF ANY ENTITY THAT RESULTS FROM ANY SUCH ACT THAT IS DETERMINED IN A FINAL, NON-APPEALABLE ORDER TO HAVE CONSTITUTED GROSS NEGLIGENCE OR WILLFUL MISCONDUCT; PROVIDED, FURTHER, THAT THE EXCULPATED PARTIES SHALL BE ENTITLED TO RELY UPON THE ADVICE OF COUNSEL AND FINANCIAL ADVISORS CONCERNING HIS, HER, OR ITS DUTIES PURSUANT TO, OR IN CONNECTION WITH, ANY PREPETITION PLAN SUPPORT AGREEMENT, THE PLAN SUPPORT AGREEMENT, THE PLAN, THE DISCLOSURE STATEMENT, THE FGIC SETTLEMENT AGREEMENT, AND THE RMBS SETTLEMENT.

THE INJUNCTION IN ARTICLE IX.H OF THE PLAN PROVIDES:

EXCEPT AS OTHERWISE PROVIDED IN THE CONFIRMATION ORDER OR HEREIN AND IN ACCORDANCE WITH ARTICLE IX.E HEREOF, ALL ENTITIES, INCLUDING INVESTORS, WHO HAVE HELD, HOLD OR MAY HOLD CLAIMS, EQUITY INTERESTS, CAUSES OF ACTION OR LIABILITIES THAT CONSTITUTE RELEASED CLAIMS, ARE PERMANENTLY ENJOINED AND PRECLUDED, FROM AND AFTER THE EFFECTIVE DATE OF THE PLAN, FROM: (A) COMMENCING OR CONTINUING IN ANY MANNER OR ACTION OR OTHER PROCEEDING OF ANY KIND AGAINST ANY RELEASED PARTY WHETHER DIRECTLY, DERIVATIVELY OR OTHERWISE, ON ACCOUNT OF OR IN CONNECTION WITH OR WITH RESPECT TO ANY RELEASED CLAIMS; (B) ENFORCING, ATTACHING, COLLECTING OR RECOVERING BY ANY MANNER OR MEANS ANY JUDGMENT, AWARD, DECREE OR ORDER AGAINST ANY RELEASED PARTY ON ACCOUNT OF OR IN CONNECTION WITH OR WITH RESPECT TO ANY RELEASED CLAIMS; (C) CREATING, PERFECTING OR ENFORCING ANY LIEN (OTHER THAN ANY CHARGING LIEN OF A TRUSTEE UNDER ITS RESPECTIVE INDENTURE), CLAIM OR

ENCUMBRANCE OF ANY KIND AGAINST ANY RELEASED PARTY ON ACCOUNT OF OR IN CONNECTION WITH OR WITH RESPECT TO ANY RELEASED CLAIMS; (D) ASSERTING ANY RIGHT TO SETOFF, SUBROGATION OR RECOUPMENT OF ANY KIND AGAINST ANY OBLIGATION DUE FROM ANY RELEASED PARTY ON ACCOUNT OF OR IN CONNECTION WITH OR WITH RESPECT TO ANY RELEASED CLAIMS UNLESS SUCH HOLDER HAS FILED A MOTION REQUESTING THE RIGHT TO PERFORM SUCH SETOFF ON OR BEFORE THE CONFIRMATION DATE, AND NOTWITHSTANDING ANY INDICATION IN A PROOF OF CLAIM OR EQUITY INTEREST OR OTHERWISE THAT SUCH HOLDER ASSERTS, HAS OR INTENDS TO PRESERVE ANY RIGHT OF SETOFF PURSUANT TO SECTION 553 OF THE BANKRUPTCY CODE OR OTHERWISE; (E) COMMENCING OR CONTINUING IN ANY MANNER OR ACTION OR OTHER PROCEEDING OF ANY KIND AGAINST ANY RELEASED PARTY ON ACCOUNT OF OR IN CONNECTION WITH OR WITH RESPECT TO ANY RELEASED CLAIMS; AND (F) SEEKING RELIEF OR COLLECTING JUDGMENTS ON AN INVESTOR-RELATED SECURITIES CLAIM IN A MANNER THAT FAILS TO CONFORM WITH THE TERMS OF THE JUDGMENT REDUCTION PROVISION SET FORTH IN THE PLAN AND THE CONFIRMATION ORDER; PROVIDED, THAT NOTHING CONTAINED HEREIN SHALL BE CONSTRUED TO PREVENT ANY ENTITY FROM OBJECTING TO CLAIMS OR DEFENDING AGAINST CLAIMS OBJECTIONS OR COLLECTION ACTIONS WHETHER BY ASSERTING A RIGHT OF SETOFF OR OTHERWISE TO THE EXTENT PERMITTED BY LAW. SUCH INJUNCTION SHALL EXTEND TO THE SUCCESSORS OF THE LIQUIDATING TRUST, IF ANY, AND TO THEIR RESPECTIVE PROPERTIES AND INTERESTS IN PROPERTY. ANY PERSON INJURED BY ANY WILLFUL VIOLATION OF THIS INJUNCTION SHALL BE ENTITLED TO RECOVER ACTUAL DAMAGES, INCLUDING COSTS AND ATTORNEYS' FEES AND, IN APPROPRIATE CIRCUMSTANCES, MAY RECOVER PUNITIVE DAMAGES FROM THE WILLFUL VIOLATOR.

ITEM 3. **Certifications as to Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims).** By completing and returning this Beneficial Owner Ballot, the undersigned Beneficial Owner certifies that either (1) it has not submitted any other Ballots for other Class R-4 ResCap Unsecured Claim (Senior Unsecured Notes Claims) held in other accounts or other record names, or (2) it has provided the information specified in the following table for all other Class R-4 ResCap Unsecured Claim (Senior Unsecured Notes Claims) for which it has submitted additional Beneficial Owner Ballots, each of which indicates the same vote to accept or reject the Plan (please use additional sheets of paper if necessary):

ONLY COMPLETE THIS SECTION IF YOU
HAVE VOTED OTHER CLASS R-4 RESCAP UNSECURED CLAIMS
(SENIOR UNSECURED NOTES CLAIMS) ON A BENEFICIAL
OWNER BALLOT OTHER THAN THIS BENEFICIAL OWNER BALLOT.

Account Number with other Nominee (if applicable)	Name of Registered Holder or Other Nominee (if applicable)	ISIN of Other Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes) Voted	Principal Amount of Other Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes) Claims Voted

ITEM 4. **Certification.** By signing this Ballot, the holder of the Class R-4 ResCap Unsecured Claim (Senior Unsecured Notes Claims) certifies that it:

- a. is the holder of the Class R-4 ResCap Unsecured Claim (Senior Unsecured Notes Claims) to which this Ballot pertains;
- b. has been provided with a copy of the Plan, Disclosure Statement and the Disclosure Statement Order and acknowledges that the vote set forth on this Ballot is subject to all the terms and conditions set forth in the Plan, Disclosure Statement, and the Disclosure Statement Order; and
- c. has not submitted any other Ballots relating to the Class R-4 ResCap Unsecured Claim (Senior Unsecured Notes Claims) that are inconsistent with the votes as set forth in this Ballot or that, as limited by the terms of the Disclosure Statement Order and the instructions attached hereto, if such other Ballots were previously submitted, they either have been or are hereby revoked or changed to reflect the vote set forth herein.

Name of Claim Holder (Print or Type): _____

Nominee: _____

Signature: _____

Name of Signatory: _____

If Authorized Agent of Claimant, Title of Agent: _____

Street Address: _____

City, State, and Zip Code: _____

Telephone Number: _____

Email Address (if any): _____

Date Completed: _____

The Debtors will pay each Nominee's requested reasonable, documented costs and expenses associated with the distribution of copies of the Beneficial Owner Ballot and Solicitation Packages to the Beneficial Owners of the Senior Unsecured Notes Claims and tabulation of the Beneficial Owner Ballots. This Ballot is not a letter of transmittal and may not be used for any purpose other than to cast votes to accept or reject the Plan. Holders should not surrender, at this time, certificates representing their securities. KCC will not accept delivery of any such certificates surrendered together with this Ballot. Moreover, this Ballot shall not constitute or be deemed to be a proof of claim or equity interest or an assertion of a claim or equity interest.

**PLEASE COMPLETE, SIGN AND DATE THIS BENEFICIAL OWNER
BALLOT AND RETURN IT PROMPTLY IN THE ENVELOPE PROVIDED.**

**IF KCC DOES NOT ACTUALLY RECEIVE THIS BENEFICIAL OWNER BALLOT (IF PRE-VALIDATED)
OR THE MASTER BALLOT INCORPORATING THE VOTE CAST BY THIS BENEFICIAL OWNER
BALLOT ON OR BEFORE THE VOTING DEADLINE (AND IF THE VOTING DEADLINE IS NOT
EXTENDED), YOUR VOTE TRANSMITTED BY THIS BENEFICIAL OWNER BALLOT WILL NOT BE
COUNTED TOWARD CONFIRMATION.**

**IF YOU HAVE QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, OR IF YOU
NEED AN ADDITIONAL BALLOT OR ADDITIONAL COPIES OF THE DISCLOSURE STATEMENT OR
OTHER ENCLOSED MATERIALS, PLEASE CALL KCC AT +1 917-281-4800.**

Exhibit W

Name	NoticeName	Address1	Address2	City	State	Zip
Ameriprise	Mike Kohler	2178 Ameriprise Financial Ctr		Minneapolis	MN	55474
Banc of Americas Securities LLC	Reorg	222 Broadway	27th Fl	New York	NY	10038
Barclays Bank Inc LE	Giovanna Laurella	70 Hudson St	7th Fl	Jersey City	NJ	07302-0000
Barclays Capital Inc	Teresa Woo	70 Hudson St	7th Fl	Jersey City	NJ	07302-0000
Barclays Capital Inc / Barclays Capital	Nellie Foo	200 Cedar Knolls Rd		Whippany	NJ	07981-0000
BNP Paribas NY Branch	Dean Galli	525 Washington Blvd	9th Fl	Jersey City	NJ	07310
BNY Mellon	Enis Suljic	525 William Penn Pl	Rm 300	Pittsburgh	PA	15259
Broadridge	Receiving Dept	51 Mercedes Way	Job No Y09404 Y09405	Edgewood	NY	11717
Brown Brothers Harriman & Co	Corporate Actions	525 Washington Blvd	New Port Towers	Jersey City	NJ	07302-0000
Charles Schwab & Co Inc	Nancy Brim	2423 E Lincoln Dr	PHX PEAK 02 K130	Phoenix	AZ	85016
Citibank NA	Sandra Hernandez	3800 Citibank Center B3 12		Tampa	FL	33610
Citigroup Global Markets Inc Salomon	Brian Cotton	111 Wall St	6th Fl	New York	NY	10005
Credit Suisse Securities USA LLC	Adam Miranda	1 Madison Ave	2nd Fl	New York	NY	10010
Custodial Trust Co	Adriana Laramore	14201 Dallas Pkwy		Dallas	TX	75254
David Lerner Associates Inc	Larry Kampf	477 Jerico Turnpike		Syosset	NY	11791-9006
Deutsche Bank Securities Inc	Ira Kovins	Harborside Financial Ctr	100 Plaza One 2nd Fl - Corp Actions	Jersey City	NJ	07311-0000
Edward D Jones & Co	Nick Hummell	12555 Manchester Rd	CADD Dept	St Louis	MO	63131
ETrade Clearing LLC	Matt Freifeld	1981 Marcus Ave	Ste 100	Lake Success	NY	11042
First Clearing LLC	Finessa Rosson	One North Jefferson		St Louis	MO	63103
Goldman Sachs & Co	Gloria Lio	30 Hudson St		Jersey City	NJ	07302-4699
Goldman Sachs Bank USA	Christine Hartwig	30 Hudson St		Jersey City	NJ	07302-4699
Goldman Sachs Execution & Clearing	Andrew Warren	30 Hudson St		Jersey City	NJ	07302-4699
Interactive Broker Retail Equity Clearing	Ken Hayden	2 Pickwick Plz	2nd Fl	Greenwich	CT	06830-0000
J P Morgan Clearing Corp	Proxy Dept Manager	14201 Dallas Pkwy		Dallas	TX	75254
Janney Montgomery Scott LLC	Michael Tse	1717 Arch St	Dividend Reorg Dept 16th Fl	Philadelphia	PA	19103
JPB Hilliard WL Lyons Inc	Richard Gelles	500 W Jackson St	Ste 700	Louisville	KY	40202
JP Morgan Securities Inc Fixed	Jack Dickson	14201 N Dallas Tollway	12 th Fl	Dalls	TX	75254
JPMorgan Chase Bank NA	Reorg Dept	14201 Dallas Pkwy		Dallas	TX	75254
LPL Financial Corporation	Martha Strahan	4828 Parkway Plaza Blvd	Attn Corporate Actions	Charlotte	NC	28217
Manufacturers and Traders Trust Co	Stephen Schmidt	1 M & T Plz	8th Fl	Buffalo	NY	14203
Mediant Communications	Stephanie Fitzhenry	109 N 5th St		Saddle Brook	NJ	07663
Merrill Lynch Pierce Fenner & Smith	Corp Actions Notifications Jax	4804 Deer Lake Dr E	4th Fl Bldg 3	Jacksonville	FL	32246
Morgan Stanley & Co Inc	Michelle Ford	1300 Thames St	7th Floor	Baltimore	MD	21231
Morgan Stanley Smith Barney	Suzanne Mundle	Harborside Financial Ctr	230 Plaza Three 6th Fl	Jersey City	NJ	07311
National Financial Services	Lou Trezza	200 Liberty St		New York	NY	10281
Northern Trust Co	Stella Castaneda	801 S Canal St	Attn Capital Structures C1N	Chicago	IL	60607
Oppenheimer & Co Inc	Oscar Mazario	125 Broad St	15th Fl	New York	NY	10004
Optionsxpress Inc	Richard Trinh	311 W Monroe St	Ste 1000	Chicago	IL	60606
Pershing LLC Securities Corporation	Al Hernandez	1 Pershing Plz		Jersey City	NJ	07399-0000
Raymond James & Associates Inc	Mike Dillard	880 Carillion Pkwy	PO Box 12749	St Petersburg	FL	33716
RBC Capital Markets Corporation	Steve Schafer Jr	60 S 6th St	P09	Minneapolis	MN	55402-4400
Ridge Clearing & Outsourcing Solutions	Matt Freifeld	1981 Marcus Ave	Ste 100	Lake Success	NY	11042
Scottrade Inc	Terri Losche	12855 Flushing Meadows Dr		St Louis	MO	63131
State Street Bank and Trust Co	Sandra Polizio	Corp Actions JAB5E	1776 Heritage Dr	North Quincy	MA	02171-0000

Name	NoticeName	Address1	Address2	City	State	Zip
Stifel Nicolaus & Co Inc	Chris Wiegand	501 N Broadway	7th Fl	St Louis	MO	63102
TD Ameritrade Clearing Inc	Mandi Foster	1005 Ameritrade Pl		Bellevue	NE	68005
The Bank of New York Mellon	Beth Stiffler	525 William Penn Pl	Rm 300	Pittsburgh	PA	15259
The Bank of New York Mellon/DBAG Lon	Donna Steinman	One Wall St		New York	NY	10286
The Depository Trust Co	Swabera Mohamed	570 Washington Blvd		Jersey City	NJ	07310
Timber Hill LLC	Maria Tardio	1 Pickwick Plz		Greenwich	CT	06830-0000
UBS Financial Services LLC	Jane Flood	1200 Harbor Blvd		Weehawken	NJ	07086-0000
UBS Securities LLC	Michael Marciano	480 Washington Blvd		Jersey City	NJ	07310-0000
US Bank NA	Tim Randall	MK WI S302	1555 N Rivercenter Dr	Milwaukee	WI	53212
Vanguard Marketing Corporation	Kevin Scully	100 Vanguard Blvd		Malvern	PA	19355
Wells Fargo Bank National Association	Kevin St Louis	733 Marquette Ave	MAC N9306 057 5th Fl	Minneapolis	MN	55402

Exhibit X

NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS CONTAINED IN THE MATERIALS MAILED WITH THIS BALLOT OR OTHER MATERIALS AUTHORIZED BY THE BANKRUPTCY COURT.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)
) Case No. 12-12020 (MG)
)
RESIDENTIAL CAPITAL, LLC, et al.,) Chapter 11
)
Debtors.) Jointly Administered

**MASTER BALLOT FOR ACCEPTING OR REJECTING
THE JOINT CHAPTER 11 PLAN PROPOSED BY RESIDENTIAL
CAPITAL, LLC, ET AL. AND THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS**

CLASS R-4 — RESCAP UNSECURED CLAIMS (SENIOR UNSECURED NOTES CLAIMS)

**PLEASE READ AND FOLLOW THE ENCLOSED VOTING INSTRUCTIONS
FOR COMPLETING THIS BALLOT CAREFULLY BEFORE
COMPLETING THIS BALLOT.**

On August 23, 2013, the United States Bankruptcy Court for the Southern District of New York (the “**Court**”) signed an order (the “**Disclosure Statement Order**”) which approved the Disclosure Statement dated August 23, 2013 (as the same may be amended, modified, and/or supplemented, including all exhibits thereto, the “**Disclosure Statement**”) with respect to the *Joint Chapter 11 Plan Proposed By Residential Capital, LLC, et al. and the Official Committee of Unsecured Creditors* (as the same may be amended, modified, and/or supplemented, including all exhibits or supplements thereto, including the Plan Supplement, the “**Plan**”) and which establishes certain procedures for the solicitation and tabulation of votes to accept or reject the Plan. The Plan was filed by the above-captioned debtors and debtors-in-possession (the “**Debtors**”) and the Official Committee of Unsecured Creditors (the “**Committee**,” and together with the Debtors, the “**Plan Proponents**”) on August 23, 2013. The Plan is Exhibit 1 to the Disclosure Statement, which is part of the package that accompanies this Ballot (the “**Solicitation Package**”). The Court’s approval of the Disclosure Statement does not indicate approval of the Plan by the Court.

The Plan Proponents have sent this Master Ballot to you because our records indicate that you are a broker, dealer, commercial bank, trust company, or other agent nominee (each, a “**Nominee**”) of a Beneficial Owner of Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims) under the Plan as of August 16, 2013 (the “**Voting Record Date**”).¹

As a Nominee, you are required to immediately deliver a Solicitation Package, including a Beneficial Owner Ballot, to each Beneficial Owner for whom you hold Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims) and take any action required to enable such Beneficial Owner to timely vote its Claim to accept or reject the Plan. You should include in each Solicitation Package a return envelope addressed to you (and not include a return

¹ A “**Beneficial Owner**” means a beneficial owner of publicly-traded securities whose Claims have not been satisfied prior to the Voting Record Date (as defined below) pursuant to Bankruptcy Court order or otherwise, as reflected in the records maintained by the Nominees (or its own records if it holds such securities on its own behalf) holding Claims through Wilmington Trust, as indenture trustee under the Senior Unsecured Notes Indenture, together with its respective successors and assigns.

envelope addressed to KCC), unless you choose to pre-validate such Beneficial Owner Ballot, in which case the Solicitation Package should include a return envelope addressed only to KCC. With respect to any Beneficial Owner Ballots returned to you, you must (1) execute this Master Ballot so as to reflect the voting instructions given to you in the Beneficial Owner Ballots by the Beneficial Owners for whom you hold Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims) and (2) forward this Master Ballot to KCC in accordance with the Master Ballot Instructions accompanying this Master Ballot.

If you are both the record holder and a Beneficial Owner of any Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims) and you wish to vote the Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims) for which you are a Beneficial Owner, you may complete a Beneficial Owner Ballot or this Master Ballot with respect to such Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims).

Your rights are described in the Disclosure Statement, which was included in the Solicitation Package you are receiving with this Ballot (as well as the Plan, Disclosure Statement Order and certain other materials). If you received Solicitation Package materials in CD-ROM format and desire paper copies, or if you need to obtain additional solicitation materials, you may contact Kurtzman Carson Consultants LLC (“**KCC**”) (a) at the ResCap restructuring website at www.kccllc.net/rescap, (b) upon request by mail to ResCap Balloting Center, c/o, KCC, 2335 Alaska Ave., El Segundo, California, 90245, (c) upon request by calling the ResCap Restructuring hotline at (888) 251-2914, or (d) for a fee via PACER at www.nysb.uscourts.gov (a PACER login and password are required to access documents on the Court’s website and can be obtained through the PACER Service Center at www.pacer.psc.uscourts.gov). Copies of the Plan and Disclosure Statement may also be examined by interested parties between the hours of 9:00 a.m. and 4:30 p.m. (Eastern Time) at the office of the Clerk of the Bankruptcy Court, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 511, New York, New York 10004.

ARTICLE IX OF THE PLAN CONTAINS RELEASE, EXCULPATION, AND
INJUNCTION PROVISIONS, AND ARTICLE IX.D CONTAINS A THIRD PARTY RELEASE.

**IF YOU: (1) VOTE TO ACCEPT THE PLAN, OR (2) FAIL TO TIMELY AND/OR PROPERLY
SUBMIT A BALLOT, YOU WILL BE DEEMED TO HAVE CONSENTED TO THE THIRD
PARTY RELEASE CONTAINED IN ARTICLE IX.D OF THE PLAN, THE EXCULPATION
PROVISION CONTAINED IN ARTICLE IX.G OF THE PLAN, AND THE INJUNCTION PROVISION
CONTAINED IN ARTICLE IX.H OF THE PLAN, EACH COPIED BELOW.**

**REGARDLESS AS TO HOW OR WHETHER YOU VOTED ON THE PLAN, IF THE PLAN IS
CONFIRMED, THE RELEASE, EXCULPATION AND INJUNCTION PROVISIONS
CONTAINED IN ARTICLE IX OF THE PLAN WILL BE BINDING UPON YOU. THUS,
YOU ARE ADVISED TO REVIEW AND CONSIDER THE PLAN CAREFULLY BECAUSE
YOUR RIGHTS MIGHT BE AFFECTED THEREUNDER.**

VOTING INSTRUCTIONS

1. All capitalized terms used in the Master Ballot or these instructions but not otherwise defined therein shall have the meanings ascribed to them in the Plan or the Disclosure Statement Order, as applicable. In the event of a conflict between the Plan, the Master Ballot and the Disclosure Statement, the terms of the Plan shall control.
2. You should immediately distribute Solicitation Package(s), including Beneficial Owners Ballots, to each Beneficial Owner (or intermediary nominees, if applicable) of Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims), and take any action required to enable each such Beneficial Owner to timely vote their Claims.
3. If you are both the record holder and the Beneficial Owner of any principal amount of the Class R-4 Senior Unsecured Notes Claims and you wish to vote any Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims) on account thereof, you may complete and execute either an individual Beneficial Owner Ballot or a Master Ballot and return the same to KCC in accordance with these instructions.

4. If you are transmitting the votes of any Beneficial Owners other than yourself, you may, at your option, elect to pre-validate the Beneficial Owner Ballots sent to you by KCC. Based on your decision as to whether or not to pre-validate Beneficial Owners Ballots, the instructions in either paragraph (5) or paragraph (6) apply (but not both).
5. **PRE-VALIDATED BENEFICIAL OWNER BALLOTS:** A Nominee “pre-validates” a Beneficial Owner Ballot by indicating thereon the Beneficial Owner of the Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims) voted the amount of the Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims) held by the Beneficial Owner and the appropriate account numbers through which the Beneficial Owner’s holdings are derived. If you choose to pre-validate individual Beneficial Owner Ballots, you must immediately: (a) “pre-validate” the individual Beneficial Owner Ballot contained in the Solicitation Package sent to you by KCC, and (b) forward the Solicitation Package to the Beneficial Owner for voting, including:
- (i) the pre-validated Beneficial Owner Ballot;
 - (ii) a return envelope addressed to KCC as follows: ResCap Balloting Center, c/o KCC, 599 Lexington Avenue, 39th Floor, New York, NY 10022; and
 - (iii) clear instructions stating that Beneficial Owners must return their pre-validated Beneficial Owner Ballot directly to KCC so that it is actually received by KCC on or before **7:00 pm (Eastern Time) on October 21, 2013** (the “**Voting Deadline**”).
6. **NON PRE-VALIDATED BENEFICIAL OWNER BALLOTS:** If you do NOT choose to pre-validate individual Beneficial Owner Ballots, you must:
- (i) immediately forward the Solicitation Package(s) sent to you by KCC to each Beneficial Owner for voting, including: (a) the Beneficial Owner Ballot; (b) a return envelope addressed to the Nominee; and (c) clear instructions stating that Beneficial Owners must return their Beneficial Owner Ballot directly to the Nominee so that it is actually received by the Nominee on or before that date (“**Return Date**”) calculated by the Nominee so as to afford the Nominee with enough time to prepare the Master Ballot and return the Master Ballot to KCC so it is actually received by KCC on or before the Voting Deadline, which Return Date the Nominee must also insert in the blank on the first page of the Beneficial Owner Ballot before transmitting it to the Beneficial Owner; and
 - (ii) upon receipt of completed and executed Beneficial Owner Ballots returned to you by a Beneficial Owner (or intermediary nominee), you must:
 - a. compile and validate the votes and other relevant information of each such Beneficial Owner on the Master Ballot using the customer account number or other identification number assigned by you or an intermediary nominee to each such Beneficial Owner;
 - b. execute the Master Ballot;
 - c. transmit such Master Ballot to KCC by the Voting Deadline; and
 - d. retain such Beneficial Owner Ballots in your files for a period of one year after the Effective Date of the Plan (as you may be ordered to produce the Beneficial Owner Ballots to the Debtors or the Court).
7. If a Master Ballot is received after the Voting Deadline and if the Voting Deadline is not extended, it will not be counted. Additionally, the following Master Ballots (and therefore Beneficial Owner Ballots) will NOT be counted:

- (i) Master Ballots sent to any of the Debtors, the Debtors' agents (other than KCC) or the Debtors' financial or legal advisors;
 - (ii) Master Ballots sent by facsimile, e-mail or any other electronic means;
 - (iii) any Master Ballot that is illegible or contains insufficient information to permit the identification of the Beneficial Owner of the Claim;
 - (iv) any Master Ballot cast by an entity that does not hold a Claim in a Class that is entitled to vote on the Plan;
 - (v) any unsigned Master Ballot;
 - (vi) any Master Ballot not marked to accept or reject the Plan or the portion of any Master Ballot that is marked, with respect to a single account number, both to accept and reject the Plan; and/or
 - (vii) any Master Ballot submitted by any entity not entitled to vote pursuant to the Disclosure Statement Order.
8. Any Ballot returned to you by a Beneficial Owner of a Claim or intermediary nominee shall not be counted for purposes of accepting or rejecting the Plan until you properly complete and deliver to KCC a Master Ballot that reflects the vote of such Beneficial Owners or intermediary nominees by the Voting Deadline or otherwise validate the Beneficial Owner Ballot in a manner acceptable to KCC.
9. The method of delivery of Master Ballots to KCC is at the election and risk of each Nominee. Except as otherwise provided herein, such delivery will be deemed made only when KCC **actually receives** the originally executed Master Ballot. Instead of effecting delivery by first-class mail, it is recommended, though not required, that Nominees use an overnight or hand delivery service. Facsimile or other electronic transmissions of this Master Ballot will not be accepted. In all cases, Nominees should allow sufficient time to assure timely delivery.
10. If multiple Master Ballots are received from the same Nominee with respect to the same Beneficial Owner Ballot belonging to a Beneficial Owner of a Claim prior to the Voting Deadline, the last Master Ballot timely received will supersede and revoke any earlier received Master Ballots.
11. The Master Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan and make certifications with respect to the Beneficial Owner Ballots. Accordingly, at this time, holders of Claims should not surrender certificates or instruments representing their Claims and you should not accept delivery of any such certificates or instruments surrendered together with a Beneficial Owner Ballot.
12. This Master Ballot does not constitute, and shall not be deemed to be, (a) a Proof of Claim or (b) an assertion or admission of a Claim.
13. **Please be sure to properly execute your Master Ballot.** You must: (a) sign and date your Master Ballot; (b) if applicable, indicate that you are signing a Master Ballot in your capacity as a trustee, executor, administrator, guardian, attorney in fact, officer of a corporation or otherwise acting in a fiduciary or representative capacity and, if required or requested by KCC, the Plan Proponents or the Court, submit proper evidence to the requesting party to so act on behalf of such Beneficial Owner; and (c) provide your name and mailing address if it is different from that set forth on the attached mailing label or if no such mailing label is attached to the Master Ballot.
14. No fees or commissions or other remuneration will be payable to any Nominee for soliciting Beneficial Owner Ballots accepting the Plan. The Debtors will however, upon written request, reimburse you for reasonable and customary mailing and handling expenses incurred by you in forwarding the Beneficial Owner Ballots and other enclosed materials to your customers.

PLEASE MAIL YOUR BALLOT PROMPTLY. FACSIMILE OR OTHER ELECTRONIC (INCLUDING E-MAIL) TRANSMISSION OF THIS MASTER BALLOT WILL NOT BE ACCEPTED.

IF YOU HAVE ANY QUESTIONS REGARDING THIS MASTER BALLOT OR THE VOTING PROCEDURES, PLEASE CONTACT KCC BY: (A) WRITING TO RESIDENTIAL CAPITAL, LLC, C/O KURTZMAN CARSON CONSULTANTS LLC, 2335 ALASKA AVENUE, EL SEGUNDO, CALIFORNIA 90245; OR (B) TELEPHONE AT (877) 833-4150. PLEASE NOTE THAT KCC IS NOT AUTHORIZED TO, AND WILL NOT, PROVIDE LEGAL ADVICE.

**If KCC does not actually receive this Master Ballot on or before
the Voting Deadline, and if the Voting Deadline is not extended, the Beneficial
Owners' votes transmitted hereby will not be counted.**

ITEM 1. **Claim Amount for Voting Purposes.** The undersigned certifies that as of August 16, 2013 (the "**Voting Record Date**"), the undersigned (please check the applicable box):

- ☐ is a Nominee for the Beneficial Owners of the aggregate amount of Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims) listed in Item 2 below and is the registered holder of the Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims) represented by any such Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims);
- ☐ is acting under a power of attorney and/or agency agreement (a copy of which will be provided upon request) granted by a Nominee that is the registered holder of the aggregate amount of Class R-4 Senior Unsecured Note Claims listed in Item 2 below; or
- ☐ has been granted a proxy (an original of which is annexed hereto) from (a) a Nominee or (b) a Beneficial Owner, that is the registered holder of the aggregate amount of the Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims) listed in Item 2 below and, accordingly, has full power and authority to vote to accept or reject the Plan on behalf of the Beneficial Owners of the Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims) described in Item 2 below.

ITEM 2. **Vote With Respect to Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims).**

Number of Beneficial Owners: The undersigned transmits the following votes of Beneficial Owners in respect of their Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims). The undersigned certifies that the following Beneficial Owners of such Claims, as identified by their respective customer account numbers set forth below, are Beneficial Owners of the Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims) and as of the Voting Record Date have delivered to the undersigned, as Nominee, Beneficial Owner Ballots casting such votes.

To Properly Complete the Following Table: Indicate in the appropriate column below the aggregate principal amount voted for each account (please use additional sheets of paper if necessary and, if possible, attach such information to this Master Ballot in the form of the following table). **Please note:** (1) each account of a Beneficial Owner must vote all such Beneficial Owner's Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims) to accept or reject the Plan and may not split such vote; and (2) any Beneficial Owner Ballot executed by the Beneficial Owner that does not indicate an acceptance or rejection of the Plan or that indicates both an acceptance and a rejection should not be counted as either an acceptance or a rejection of the Plan.

VOTE ON CHAPTER 11 PLAN		
Your Customer Account Number for Each Beneficial Holder of Voting Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims)	ACCEPT THE PLAN	REJECT THE PLAN
1.	\$	\$
2.	\$	\$
3.	\$	\$
4.	\$	\$
5.	\$	\$
6.	\$	\$
7.	\$	\$
8.	\$	\$
9.	\$	\$
10.	\$	\$
TOTALS:	\$	\$

THE RELEASE IN ARTICLE IX.D OF THE PLAN PROVIDES:

ON AND AS OF THE EFFECTIVE DATE OF THE PLAN, THE HOLDERS OF CLAIMS AND EQUITY INTERESTS, SHALL BE DEEMED TO PROVIDE A FULL AND COMPLETE DISCHARGE AND RELEASE TO THE ALLY RELEASED PARTIES AND THEIR RESPECTIVE PROPERTY FROM ANY AND ALL CAUSES OF ACTION WHATSOEVER, WHETHER KNOWN OR UNKNOWN, ASSERTED OR UNASSERTED, DERIVATIVE OR DIRECT, FORESEEN OR UNFORESEEN, EXISTING OR HEREINAFTER ARISING, IN LAW, EQUITY, OR OTHERWISE, WHETHER FOR TORT, FRAUD, CONTRACT, VIOLATIONS OF FEDERAL OR STATE SECURITIES LAWS, VEIL PIERCING OR ALTER-EGO THEORIES OF LIABILITY, CONTRIBUTION, INDEMNIFICATION, JOINT LIABILITY, OR OTHERWISE, ARISING FROM OR RELATED IN ANY WAY TO THE DEBTORS, INCLUDING THOSE IN ANY WAY RELATED TO RMBS ISSUED AND/OR SOLD BY THE DEBTORS OR THEIR AFFILIATES AND/OR THE CHAPTER 11 CASES OR THE PLAN, AND ANY OBLIGATIONS UNDER THE DOJ/AG SETTLEMENT, THE CONSENT ORDER, AND THE ORDER OF ASSESSMENT.

ENTRY OF THE CONFIRMATION ORDER SHALL CONSTITUTE THE BANKRUPTCY COURT'S APPROVAL, UNDER SECTION 1123 OF THE BANKRUPTCY CODE AND BANKRUPTCY RULE 9019, OF THE THIRD PARTY RELEASE, AND FURTHER, SHALL CONSTITUTE THE BANKRUPTCY COURT'S FINDING THAT THIS THIRD PARTY RELEASE IS: (1) IN EXCHANGE FOR THE GOOD, VALUABLE AND SUBSTANTIAL CONSIDERATION PROVIDED BY THE ALLY RELEASED PARTIES; (2) IN THE BEST INTERESTS OF THE DEBTORS, THE ESTATES, THE LIQUIDATING TRUST AND ALL HOLDERS OF CLAIMS AND EQUITY INTERESTS; (3) FAIR, EQUITABLE AND REASONABLE; (4) GIVEN AND MADE AFTER DUE NOTICE AND OPPORTUNITY FOR A HEARING; (5) JUSTIFIED BY TRULY

UNUSUAL CIRCUMSTANCES; (6) AN ESSENTIAL COMPONENT AND CRITICAL TO THE SUCCESS OF THE PLAN; (7) RESULTED IN DISTRIBUTIONS TO THE CREDITORS THAT WOULD OTHERWISE HAVE BEEN UNAVAILABLE; (8) THE RESULT OF AN IDENTITY OF INTEREST BETWEEN THE DEBTORS AND THE ALLY RELEASED PARTIES REGARDING THE PLAN; AND (9) A BAR TO ANY PARTY ASSERTING A CLAIM OR CAUSE OF ACTION RELEASED PURSUANT TO THIS THIRD PARTY RELEASE AGAINST ANY OF THE ALLY RELEASED PARTIES.

THE EXCULPATION IN ARTICLE IX.G OF THE PLAN PROVIDES:

THE EXCULPATED PARTIES SHALL NEITHER HAVE, NOR INCUR, ANY LIABILITY TO ANY ENTITY FOR ANY PRE-PETITION OR POST-PETITION ACT OR OMISSION TAKEN IN CONNECTION WITH, OR RELATED TO, FORMULATING, NEGOTIATING, PREPARING, DISSEMINATING, SOLICITING, IMPLEMENTING, ADMINISTERING, CONFIRMING, OR EFFECTING THE CONSUMMATION OF ANY PREPETITION PLAN SUPPORT AGREEMENTS, THE PLAN SUPPORT AGREEMENT, THE PLAN, THE DISCLOSURE STATEMENT, THE FGIC SETTLEMENT AGREEMENT, THE KESSLER SETTLEMENT AGREEMENT, THE RMBS SETTLEMENT, OR ANY CONTRACT, INSTRUMENT, RELEASE, OR OTHER AGREEMENT OR DOCUMENT CREATED OR ENTERED INTO IN CONNECTION WITH THE PLAN, PROVIDED, THAT THE FOREGOING PROVISIONS OF THIS EXCULPATION SHALL HAVE NO EFFECT ON THE LIABILITY OF ANY ENTITY THAT RESULTS FROM ANY SUCH ACT THAT IS DETERMINED IN A FINAL, NON-APPEALABLE ORDER TO HAVE CONSTITUTED GROSS NEGLIGENCE OR WILLFUL MISCONDUCT; PROVIDED, FURTHER, THAT THE EXCULPATED PARTIES SHALL BE ENTITLED TO RELY UPON THE ADVICE OF COUNSEL AND FINANCIAL ADVISORS CONCERNING HIS, HER, OR ITS DUTIES PURSUANT TO, OR IN CONNECTION WITH, ANY PREPETITION PLAN SUPPORT AGREEMENT, THE PLAN SUPPORT AGREEMENT, THE PLAN, THE DISCLOSURE STATEMENT, THE FGIC SETTLEMENT AGREEMENT, AND THE RMBS SETTLEMENT.

THE INJUNCTION IN ARTICLE IX.H OF THE PLAN PROVIDES:

EXCEPT AS OTHERWISE PROVIDED IN THE CONFIRMATION ORDER OR HEREIN AND IN ACCORDANCE WITH ARTICLE IX.E HEREOF, ALL ENTITIES, INCLUDING INVESTORS, WHO HAVE HELD, HOLD OR MAY HOLD CLAIMS, EQUITY INTERESTS, CAUSES OF ACTION OR LIABILITIES THAT CONSTITUTE RELEASED CLAIMS, ARE PERMANENTLY ENJOINED AND PRECLUDED, FROM AND AFTER THE EFFECTIVE DATE OF THE PLAN, FROM: (A) COMMENCING OR CONTINUING IN ANY MANNER OR ACTION OR OTHER PROCEEDING OF ANY KIND AGAINST ANY RELEASED PARTY WHETHER DIRECTLY, DERIVATIVELY OR OTHERWISE, ON ACCOUNT OF OR IN CONNECTION WITH OR WITH RESPECT TO ANY RELEASED CLAIMS; (B) ENFORCING, ATTACHING, COLLECTING OR RECOVERING BY ANY MANNER OR MEANS ANY JUDGMENT, AWARD, DECREE OR ORDER AGAINST ANY RELEASED PARTY ON ACCOUNT OF OR IN CONNECTION WITH OR WITH RESPECT TO ANY RELEASED CLAIMS; (C) CREATING, PERFECTING OR ENFORCING ANY LIEN (OTHER THAN ANY CHARGING LIEN OF A TRUSTEE UNDER ITS RESPECTIVE INDENTURE), CLAIM OR ENCUMBRANCE OF ANY KIND AGAINST ANY RELEASED PARTY ON ACCOUNT OF OR IN CONNECTION WITH OR WITH RESPECT TO ANY RELEASED CLAIMS; (D) ASSERTING ANY RIGHT TO SETOFF, SUBROGATION OR RECOUPMENT OF ANY KIND AGAINST ANY OBLIGATION DUE FROM ANY RELEASED PARTY ON ACCOUNT OF OR IN CONNECTION WITH OR WITH RESPECT TO ANY RELEASED CLAIMS UNLESS SUCH HOLDER HAS FILED A MOTION REQUESTING THE RIGHT TO PERFORM SUCH SETOFF ON OR BEFORE THE CONFIRMATION DATE, AND NOTWITHSTANDING ANY INDICATION IN A PROOF OF CLAIM OR EQUITY INTEREST OR OTHERWISE THAT SUCH HOLDER ASSERTS, HAS OR INTENDS TO PRESERVE ANY RIGHT OF SETOFF PURSUANT TO SECTION 553 OF THE BANKRUPTCY CODE OR OTHERWISE; (E) COMMENCING OR CONTINUING IN ANY MANNER OR ACTION OR OTHER PROCEEDING OF ANY KIND AGAINST ANY RELEASED PARTY ON ACCOUNT OF OR IN CONNECTION WITH OR WITH RESPECT TO ANY RELEASED CLAIMS; AND (F) SEEKING RELIEF OR COLLECTING JUDGMENTS ON AN INVESTOR-RELATED SECURITIES CLAIM IN A MANNER THAT FAILS TO CONFORM WITH THE TERMS OF THE JUDGMENT

REDUCTION PROVISION SET FORTH IN THE PLAN AND THE CONFIRMATION ORDER; PROVIDED, THAT NOTHING CONTAINED HEREIN SHALL BE CONSTRUED TO PREVENT ANY ENTITY FROM OBJECTING TO CLAIMS OR DEFENDING AGAINST CLAIMS OBJECTIONS OR COLLECTION ACTIONS WHETHER BY ASSERTING A RIGHT OF SETOFF OR OTHERWISE TO THE EXTENT PERMITTED BY LAW. SUCH INJUNCTION SHALL EXTEND TO THE SUCCESSORS OF THE LIQUIDATING TRUST, IF ANY, AND TO THEIR RESPECTIVE PROPERTIES AND INTERESTS IN PROPERTY. ANY PERSON INJURED BY ANY WILLFUL VIOLATION OF THIS INJUNCTION SHALL BE ENTITLED TO RECOVER ACTUAL DAMAGES, INCLUDING COSTS AND ATTORNEYS' FEES AND, IN APPROPRIATE CIRCUMSTANCES, MAY RECOVER PUNITIVE DAMAGES FROM THE WILLFUL VIOLATOR.

ITEM 3. Certification as to Transcription of Information from Item 3 of the Beneficial Owner Ballots as to Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims) Voted Through Other Beneficial Owner Ballots.

The undersigned certifies that the undersigned has transcribed in the following table the information, if any, provided by Beneficial Owners in Item 3 of each of the Beneficial Owner's original Beneficial Owner Ballots, identifying any Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims) for which such Beneficial Owners have submitted other Beneficial Owner Ballots (*e.g.*, to other voting nominees) other than to the undersigned:

Your Customer Account Number for Each Beneficial Holder Who Completed Item 3 of the Ballots	TRANSCRIBE FROM ITEM 3 OF THE BALLOTS:			
	Account Number	Name of Holder	CUSIP Number or Description of Other Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims) Voted	Principal Amount of Other Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims) Voted
1.				
2.				
3.				
4.				
5.				
6.				
7.				
8.				
9.				
10.				

ITEM 4. **Certification.**

By signing this Master Ballot, the undersigned certifies that:

1. it has received a copy of the Disclosure Statement, the Beneficial Owner Ballots and the Solicitation Package and has delivered the same to the Beneficial Owners listed on the Beneficial Owner Ballots or to any intermediary nominee, as applicable;
2. it has received a completed and signed Beneficial Owner Ballot from each Beneficial Owner listed in Item 2 of this Master Ballot or from an intermediary nominee, as applicable;
3. it is the registered holder of the Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims) being voted, or an agent therefor;
4. it has been authorized by each such Beneficial Owner or intermediary nominee, as applicable, to vote on the Plan and to make applicable elections;
5. it has properly disclosed:
 - (i) the number of Beneficial Owners who completed Beneficial Owner Ballots;
 - (ii) the respective amounts of the Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims) by each Beneficial Owner who completed a Beneficial Owner Ballot;
 - (iii) each such Beneficial Owner's respective vote concerning the Plan;
 - (iv) each such Beneficial Owner's certification as to other Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims) voted; and
 - (v) the customer account or other identification number for each such Beneficial Owner;
6. each such Beneficial Owner has certified to the undersigned or to an intermediary nominee, as applicable, that it is eligible to vote on the Plan; and
7. it will maintain Beneficial Owner Ballots and evidence of separate transactions returned by Beneficial Owners or by intermediary nominees (whether properly completed or defective) for at least one year after the Voting Deadline and disclose all such information to the Court or the Debtors, as the case may be, if so ordered.

Name of Nominee:	_____
	(Print or Type)
Participant Number:	_____
<input type="checkbox"/> Name of Proxy Holder or Nominee:	_____
	(Print or Type)
Social Security or Federal Tax Identification Number:	_____
Signature:	_____
Name of Signatory:	_____
	(If other than Nominee)
Title:	_____
Address:	_____

Date Completed:	_____

The Debtors will pay each Nominee's requested reasonable, documented costs and expenses associated with the distribution of copies of the Beneficial Owner Ballot and Solicitation Packages to the Beneficial Owners of the Senior Unsecured Notes Claims and tabulation of the Beneficial Owner Ballots. This Master Ballot is not a letter of transmittal and may not be used for any purpose other than to cast votes to accept or reject the Plan. Holders should not surrender, at this time, certificates representing their securities. KCC will not accept delivery of any such certificates surrendered together with a Master Ballot. Moreover, this Master Ballot shall not constitute or be deemed to be a proof of claim or equity interest or an assertion of a claim or equity interest.

**PLEASE COMPLETE, SIGN, AND DATE THIS
MASTER BALLOT AND RETURN IT PROMPTLY VIA FIRST CLASS MAIL,
OVERNIGHT COURIER SERVICE, OR HAND DELIVERY TO:**

**ResCap Balloting Center, c/o KCC,
599 Lexington Avenue, 39th Floor
New York, NY 10022**

**IF KCC DOES NOT ACTUALLY RECEIVE THIS MASTER BALLOT BY THE VOTING DEADLINE (AND IF
THE VOTING DEADLINE IS NOT EXTENDED), THE VOTES CAST HEREBY WILL NOT BE COUNTED.**

Exhibit Y

NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS CONTAINED IN THE MATERIALS MAILED WITH THIS BALLOT OR OTHER MATERIALS AUTHORIZED BY THE BANKRUPTCY COURT.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)
) Case No. 12-12020 (MG)
)
RESIDENTIAL CAPITAL, LLC, et al.,) Chapter 11
)
Debtors.) Jointly Administered

**MASTER BALLOT FOR ACCEPTING OR REJECTING
THE JOINT CHAPTER 11 PLAN PROPOSED BY RESIDENTIAL
CAPITAL, LLC, ET AL. AND THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS**

CLASS R-4 — RESCAP UNSECURED CLAIMS (SENIOR UNSECURED NOTES CLAIMS)

**PLEASE READ AND FOLLOW THE ENCLOSED VOTING INSTRUCTIONS
FOR COMPLETING THIS BALLOT CAREFULLY BEFORE
COMPLETING THIS BALLOT.**

On August 23, 2013, the United States Bankruptcy Court for the Southern District of New York (the “**Court**”) signed an order (the “**Disclosure Statement Order**”) which approved the Disclosure Statement dated August 23, 2013 (as the same may be amended, modified, and/or supplemented, including all exhibits thereto, the “**Disclosure Statement**”) with respect to the *Joint Chapter 11 Plan Proposed By Residential Capital, LLC, et al. and the Official Committee of Unsecured Creditors* (as the same may be amended, modified, and/or supplemented, including all exhibits or supplements thereto, including the Plan Supplement, the “**Plan**”) and which establishes certain procedures for the solicitation and tabulation of votes to accept or reject the Plan. The Plan was filed by the above-captioned debtors and debtors-in-possession (the “**Debtors**”) and the Official Committee of Unsecured Creditors (the “**Committee**,” and together with the Debtors, the “**Plan Proponents**”) on August 23, 2013. The Plan is Exhibit 1 to the Disclosure Statement, which is part of the package that accompanies this Ballot (the “**Solicitation Package**”). The Court’s approval of the Disclosure Statement does not indicate approval of the Plan by the Court.

The Plan Proponents have sent this Master Ballot to you because our records indicate that you are a broker, dealer, commercial bank, trust company, or other agent nominee (each, a “**Nominee**”) of a Beneficial Owner of Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims) under the Plan as of August 16, 2013 (the “**Voting Record Date**”).¹

As a Nominee, you are required to immediately deliver a Solicitation Package, including a Beneficial Owner Ballot, to each Beneficial Owner for whom you hold Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims) and take any action required to enable such Beneficial Owner to timely vote its Claim to accept or reject the Plan. You should include in each Solicitation Package a return envelope addressed to you (and not include a return

¹ A “**Beneficial Owner**” means a beneficial owner of publicly-traded securities whose Claims have not been satisfied prior to the Voting Record Date (as defined below) pursuant to Bankruptcy Court order or otherwise, as reflected in the records maintained by the Nominees (or its own records if it holds such securities on its own behalf) holding Claims through Wilmington Trust, as indenture trustee under the Senior Unsecured Notes Indenture, together with its respective successors and assigns.

envelope addressed to KCC), unless you choose to pre-validate such Beneficial Owner Ballot, in which case the Solicitation Package should include a return envelope addressed only to KCC. With respect to any Beneficial Owner Ballots returned to you, you must (1) execute this Master Ballot so as to reflect the voting instructions given to you in the Beneficial Owner Ballots by the Beneficial Owners for whom you hold Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims) and (2) forward this Master Ballot to KCC in accordance with the Master Ballot Instructions accompanying this Master Ballot.

If you are both the record holder and a Beneficial Owner of any Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims) and you wish to vote the Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims) for which you are a Beneficial Owner, you may complete a Beneficial Owner Ballot or this Master Ballot with respect to such Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims).

Your rights are described in the Disclosure Statement, which was included in the Solicitation Package you are receiving with this Ballot (as well as the Plan, Disclosure Statement Order and certain other materials). If you received Solicitation Package materials in CD-ROM format and desire paper copies, or if you need to obtain additional solicitation materials, you may contact Kurtzman Carson Consultants LLC (“**KCC**”) (a) at the ResCap restructuring website at www.kccllc.net/rescap, (b) upon request by mail to ResCap Balloting Center, c/o, KCC, 2335 Alaska Ave., El Segundo, California, 90245, (c) upon request by calling the ResCap Restructuring hotline at (888) 251-2914, or (d) for a fee via PACER at www.nysb.uscourts.gov (a PACER login and password are required to access documents on the Court’s website and can be obtained through the PACER Service Center at www.pacer.psc.uscourts.gov). Copies of the Plan and Disclosure Statement may also be examined by interested parties between the hours of 9:00 a.m. and 4:30 p.m. (Eastern Time) at the office of the Clerk of the Bankruptcy Court, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 511, New York, New York 10004.

**ARTICLE IX OF THE PLAN CONTAINS RELEASE, EXCULPATION, AND
INJUNCTION PROVISIONS, AND ARTICLE IX.D CONTAINS A THIRD PARTY RELEASE.**

**IF YOU: (1) VOTE TO ACCEPT THE PLAN, OR (2) FAIL TO TIMELY AND/OR PROPERLY
SUBMIT A BALLOT, YOU WILL BE DEEMED TO HAVE CONSENTED TO THE THIRD
PARTY RELEASE CONTAINED IN ARTICLE IX.D OF THE PLAN, THE EXCULPATION
PROVISION CONTAINED IN ARTICLE IX.G OF THE PLAN, AND THE INJUNCTION PROVISION
CONTAINED IN ARTICLE IX.H OF THE PLAN, EACH COPIED BELOW.**

**REGARDLESS AS TO HOW OR WHETHER YOU VOTED ON THE PLAN, IF THE PLAN IS
CONFIRMED, THE RELEASE, EXCULPATION AND INJUNCTION PROVISIONS
CONTAINED IN ARTICLE IX OF THE PLAN WILL BE BINDING UPON YOU. THUS,
YOU ARE ADVISED TO REVIEW AND CONSIDER THE PLAN CAREFULLY BECAUSE
YOUR RIGHTS MIGHT BE AFFECTED THEREUNDER.**

VOTING INSTRUCTIONS

1. All capitalized terms used in the Master Ballot or these instructions but not otherwise defined therein shall have the meanings ascribed to them in the Plan or the Disclosure Statement Order, as applicable. In the event of a conflict between the Plan, the Master Ballot and the Disclosure Statement, the terms of the Plan shall control.
2. You should immediately distribute Solicitation Package(s), including Beneficial Owners Ballots, to each Beneficial Owner (or intermediary nominees, if applicable) of Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims), and take any action required to enable each such Beneficial Owner to timely vote their Claims.
3. If you are both the record holder and the Beneficial Owner of any principal amount of the Class R-4 Senior Unsecured Notes Claims and you wish to vote any Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims) on account thereof, you may complete and execute either an individual Beneficial Owner Ballot or a Master Ballot and return the same to KCC in accordance with these instructions.

4. If you are transmitting the votes of any Beneficial Owners other than yourself, you may, at your option, elect to pre-validate the Beneficial Owner Ballots sent to you by KCC. Based on your decision as to whether or not to pre-validate Beneficial Owners Ballots, the instructions in either paragraph (5) or paragraph (6) apply (but not both).
5. **PRE-VALIDATED BENEFICIAL OWNER BALLOTS:** A Nominee “pre-validates” a Beneficial Owner Ballot by indicating thereon the Beneficial Owner of the Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims) voted the amount of the Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims) held by the Beneficial Owner and the appropriate account numbers through which the Beneficial Owner’s holdings are derived. If you choose to pre-validate individual Beneficial Owner Ballots, you must immediately: (a) “pre-validate” the individual Beneficial Owner Ballot contained in the Solicitation Package sent to you by KCC, and (b) forward the Solicitation Package to the Beneficial Owner for voting, including:
- (i) the pre-validated Beneficial Owner Ballot;
 - (ii) a return envelope addressed to KCC as follows: ResCap Balloting Center, c/o KCC, 599 Lexington Avenue, 39th Floor, New York, NY 10022; and
 - (iii) clear instructions stating that Beneficial Owners must return their pre-validated Beneficial Owner Ballot directly to KCC so that it is actually received by KCC on or before **7:00 pm (Eastern Time) on October 21, 2013** (the “**Voting Deadline**”).
6. **NON PRE-VALIDATED BENEFICIAL OWNER BALLOTS:** If you do NOT choose to pre-validate individual Beneficial Owner Ballots, you must:
- (i) immediately forward the Solicitation Package(s) sent to you by KCC to each Beneficial Owner for voting, including: (a) the Beneficial Owner Ballot; (b) a return envelope addressed to the Nominee; and (c) clear instructions stating that Beneficial Owners must return their Beneficial Owner Ballot directly to the Nominee so that it is actually received by the Nominee on or before that date (“**Return Date**”) calculated by the Nominee so as to afford the Nominee with enough time to prepare the Master Ballot and return the Master Ballot to KCC so it is actually received by KCC on or before the Voting Deadline, which Return Date the Nominee must also insert in the blank on the first page of the Beneficial Owner Ballot before transmitting it to the Beneficial Owner; and
 - (ii) upon receipt of completed and executed Beneficial Owner Ballots returned to you by a Beneficial Owner (or intermediary nominee), you must:
 - a. compile and validate the votes and other relevant information of each such Beneficial Owner on the Master Ballot using the customer account number or other identification number assigned by you or an intermediary nominee to each such Beneficial Owner;
 - b. execute the Master Ballot;
 - c. transmit such Master Ballot to KCC by the Voting Deadline; and
 - d. retain such Beneficial Owner Ballots in your files for a period of one year after the Effective Date of the Plan (as you may be ordered to produce the Beneficial Owner Ballots to the Debtors or the Court).
7. If a Master Ballot is received after the Voting Deadline and if the Voting Deadline is not extended, it will not be counted. Additionally, the following Master Ballots (and therefore Beneficial Owner Ballots) will NOT be counted:

- (i) Master Ballots sent to any of the Debtors, the Debtors' agents (other than KCC) or the Debtors' financial or legal advisors;
 - (ii) Master Ballots sent by facsimile, e-mail or any other electronic means;
 - (iii) any Master Ballot that is illegible or contains insufficient information to permit the identification of the Beneficial Owner of the Claim;
 - (iv) any Master Ballot cast by an entity that does not hold a Claim in a Class that is entitled to vote on the Plan;
 - (v) any unsigned Master Ballot;
 - (vi) any Master Ballot not marked to accept or reject the Plan or the portion of any Master Ballot that is marked, with respect to a single account number, both to accept and reject the Plan; and/or
 - (vii) any Master Ballot submitted by any entity not entitled to vote pursuant to the Disclosure Statement Order.
8. Any Ballot returned to you by a Beneficial Owner of a Claim or intermediary nominee shall not be counted for purposes of accepting or rejecting the Plan until you properly complete and deliver to KCC a Master Ballot that reflects the vote of such Beneficial Owners or intermediary nominees by the Voting Deadline or otherwise validate the Beneficial Owner Ballot in a manner acceptable to KCC.
9. The method of delivery of Master Ballots to KCC is at the election and risk of each Nominee. Except as otherwise provided herein, such delivery will be deemed made only when KCC **actually receives** the originally executed Master Ballot. Instead of effecting delivery by first-class mail, it is recommended, though not required, that Nominees use an overnight or hand delivery service. Facsimile or other electronic transmissions of this Master Ballot will not be accepted. In all cases, Nominees should allow sufficient time to assure timely delivery.
10. If multiple Master Ballots are received from the same Nominee with respect to the same Beneficial Owner Ballot belonging to a Beneficial Owner of a Claim prior to the Voting Deadline, the last Master Ballot timely received will supersede and revoke any earlier received Master Ballots.
11. The Master Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan and make certifications with respect to the Beneficial Owner Ballots. Accordingly, at this time, holders of Claims should not surrender certificates or instruments representing their Claims and you should not accept delivery of any such certificates or instruments surrendered together with a Beneficial Owner Ballot.
12. This Master Ballot does not constitute, and shall not be deemed to be, (a) a Proof of Claim or (b) an assertion or admission of a Claim.
13. **Please be sure to properly execute your Master Ballot.** You must: (a) sign and date your Master Ballot; (b) if applicable, indicate that you are signing a Master Ballot in your capacity as a trustee, executor, administrator, guardian, attorney in fact, officer of a corporation or otherwise acting in a fiduciary or representative capacity and, if required or requested by KCC, the Plan Proponents or the Court, submit proper evidence to the requesting party to so act on behalf of such Beneficial Owner; and (c) provide your name and mailing address if it is different from that set forth on the attached mailing label or if no such mailing label is attached to the Master Ballot.
14. No fees or commissions or other remuneration will be payable to any Nominee for soliciting Beneficial Owner Ballots accepting the Plan. The Debtors will however, upon written request, reimburse you for reasonable and customary mailing and handling expenses incurred by you in forwarding the Beneficial Owner Ballots and other enclosed materials to your customers.

PLEASE MAIL YOUR BALLOT PROMPTLY. FACSIMILE OR OTHER ELECTRONIC (INCLUDING E-MAIL) TRANSMISSION OF THIS MASTER BALLOT WILL NOT BE ACCEPTED.

IF YOU HAVE ANY QUESTIONS REGARDING THIS MASTER BALLOT OR THE VOTING PROCEDURES, PLEASE CONTACT KCC BY: (A) WRITING TO RESIDENTIAL CAPITAL, LLC, C/O KURTZMAN CARSON CONSULTANTS LLC, 2335 ALASKA AVENUE, EL SEGUNDO, CALIFORNIA 90245; OR (B) TELEPHONE AT (877) 833-4150. PLEASE NOTE THAT KCC IS NOT AUTHORIZED TO, AND WILL NOT, PROVIDE LEGAL ADVICE.

**If KCC does not actually receive this Master Ballot on or before
the Voting Deadline, and if the Voting Deadline is not extended, the Beneficial
Owners' votes transmitted hereby will not be counted.**

ITEM 1. **Claim Amount for Voting Purposes.** The undersigned certifies that as of August 16, 2013 (the "**Voting Record Date**"), the undersigned (please check the applicable box):

- ☐ is a Nominee for the Beneficial Owners of the aggregate amount of Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims) listed in Item 2 below and is the registered holder of the Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims) represented by any such Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims);
- ☐ is acting under a power of attorney and/or agency agreement (a copy of which will be provided upon request) granted by a Nominee that is the registered holder of the aggregate amount of Class R-4 Senior Unsecured Note Claims listed in Item 2 below; or
- ☐ has been granted a proxy (an original of which is annexed hereto) from (a) a Nominee or (b) a Beneficial Owner, that is the registered holder of the aggregate amount of the Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims) listed in Item 2 below and, accordingly, has full power and authority to vote to accept or reject the Plan on behalf of the Beneficial Owners of the Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims) described in Item 2 below.

ITEM 2. **Vote With Respect to Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims).**

Number of Beneficial Owners: The undersigned transmits the following votes of Beneficial Owners in respect of their Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims). The undersigned certifies that the following Beneficial Owners of such Claims, as identified by their respective customer account numbers set forth below, are Beneficial Owners of the Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims) and as of the Voting Record Date have delivered to the undersigned, as Nominee, Beneficial Owner Ballots casting such votes.

To Properly Complete the Following Table: Indicate in the appropriate column below the aggregate principal amount voted for each account (please use additional sheets of paper if necessary and, if possible, attach such information to this Master Ballot in the form of the following table). **Please note:** (1) each account of a Beneficial Owner must vote all such Beneficial Owner's Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims) to accept or reject the Plan and may not split such vote; and (2) any Beneficial Owner Ballot executed by the Beneficial Owner that does not indicate an acceptance or rejection of the Plan or that indicates both an acceptance and a rejection should not be counted as either an acceptance or a rejection of the Plan.

VOTE ON CHAPTER 11 PLAN		
Your Customer Account Number for Each Beneficial Holder of Voting Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims)	ACCEPT THE PLAN	REJECT THE PLAN
1.	\$	\$
2.	\$	\$
3.	\$	\$
4.	\$	\$
5.	\$	\$
6.	\$	\$
7.	\$	\$
8.	\$	\$
9.	\$	\$
10.	\$	\$
TOTALS:	\$	\$

THE RELEASE IN ARTICLE IX.D OF THE PLAN PROVIDES:

ON AND AS OF THE EFFECTIVE DATE OF THE PLAN, THE HOLDERS OF CLAIMS AND EQUITY INTERESTS, SHALL BE DEEMED TO PROVIDE A FULL AND COMPLETE DISCHARGE AND RELEASE TO THE ALLY RELEASED PARTIES AND THEIR RESPECTIVE PROPERTY FROM ANY AND ALL CAUSES OF ACTION WHATSOEVER, WHETHER KNOWN OR UNKNOWN, ASSERTED OR UNASSERTED, DERIVATIVE OR DIRECT, FORESEEN OR UNFORESEEN, EXISTING OR HEREINAFTER ARISING, IN LAW, EQUITY, OR OTHERWISE, WHETHER FOR TORT, FRAUD, CONTRACT, VIOLATIONS OF FEDERAL OR STATE SECURITIES LAWS, VEIL PIERCING OR ALTER-EGO THEORIES OF LIABILITY, CONTRIBUTION, INDEMNIFICATION, JOINT LIABILITY, OR OTHERWISE, ARISING FROM OR RELATED IN ANY WAY TO THE DEBTORS, INCLUDING THOSE IN ANY WAY RELATED TO RMBS ISSUED AND/OR SOLD BY THE DEBTORS OR THEIR AFFILIATES AND/OR THE CHAPTER 11 CASES OR THE PLAN, AND ANY OBLIGATIONS UNDER THE DOJ/AG SETTLEMENT, THE CONSENT ORDER, AND THE ORDER OF ASSESSMENT.

ENTRY OF THE CONFIRMATION ORDER SHALL CONSTITUTE THE BANKRUPTCY COURT'S APPROVAL, UNDER SECTION 1123 OF THE BANKRUPTCY CODE AND BANKRUPTCY RULE 9019, OF THE THIRD PARTY RELEASE, AND FURTHER, SHALL CONSTITUTE THE BANKRUPTCY COURT'S FINDING THAT THIS THIRD PARTY RELEASE IS: (1) IN EXCHANGE FOR THE GOOD, VALUABLE AND SUBSTANTIAL CONSIDERATION PROVIDED BY THE ALLY RELEASED PARTIES; (2) IN THE BEST INTERESTS OF THE DEBTORS, THE ESTATES, THE LIQUIDATING TRUST AND ALL HOLDERS OF CLAIMS AND EQUITY INTERESTS; (3) FAIR, EQUITABLE AND REASONABLE; (4) GIVEN AND MADE AFTER DUE NOTICE AND OPPORTUNITY FOR A HEARING; (5) JUSTIFIED BY TRULY

UNUSUAL CIRCUMSTANCES; (6) AN ESSENTIAL COMPONENT AND CRITICAL TO THE SUCCESS OF THE PLAN; (7) RESULTED IN DISTRIBUTIONS TO THE CREDITORS THAT WOULD OTHERWISE HAVE BEEN UNAVAILABLE; (8) THE RESULT OF AN IDENTITY OF INTEREST BETWEEN THE DEBTORS AND THE ALLY RELEASED PARTIES REGARDING THE PLAN; AND (9) A BAR TO ANY PARTY ASSERTING A CLAIM OR CAUSE OF ACTION RELEASED PURSUANT TO THIS THIRD PARTY RELEASE AGAINST ANY OF THE ALLY RELEASED PARTIES.

THE EXCULPATION IN ARTICLE IX.G OF THE PLAN PROVIDES:

THE EXCULPATED PARTIES SHALL NEITHER HAVE, NOR INCUR, ANY LIABILITY TO ANY ENTITY FOR ANY PRE-PETITION OR POST-PETITION ACT OR OMISSION TAKEN IN CONNECTION WITH, OR RELATED TO, FORMULATING, NEGOTIATING, PREPARING, DISSEMINATING, SOLICITING, IMPLEMENTING, ADMINISTERING, CONFIRMING, OR EFFECTING THE CONSUMMATION OF ANY PREPETITION PLAN SUPPORT AGREEMENTS, THE PLAN SUPPORT AGREEMENT, THE PLAN, THE DISCLOSURE STATEMENT, THE FGIC SETTLEMENT AGREEMENT, THE KESSLER SETTLEMENT AGREEMENT, THE RMBS SETTLEMENT, OR ANY CONTRACT, INSTRUMENT, RELEASE, OR OTHER AGREEMENT OR DOCUMENT CREATED OR ENTERED INTO IN CONNECTION WITH THE PLAN, PROVIDED, THAT THE FOREGOING PROVISIONS OF THIS EXCULPATION SHALL HAVE NO EFFECT ON THE LIABILITY OF ANY ENTITY THAT RESULTS FROM ANY SUCH ACT THAT IS DETERMINED IN A FINAL, NON-APPEALABLE ORDER TO HAVE CONSTITUTED GROSS NEGLIGENCE OR WILLFUL MISCONDUCT; PROVIDED, FURTHER, THAT THE EXCULPATED PARTIES SHALL BE ENTITLED TO RELY UPON THE ADVICE OF COUNSEL AND FINANCIAL ADVISORS CONCERNING HIS, HER, OR ITS DUTIES PURSUANT TO, OR IN CONNECTION WITH, ANY PREPETITION PLAN SUPPORT AGREEMENT, THE PLAN SUPPORT AGREEMENT, THE PLAN, THE DISCLOSURE STATEMENT, THE FGIC SETTLEMENT AGREEMENT, AND THE RMBS SETTLEMENT.

THE INJUNCTION IN ARTICLE IX.H OF THE PLAN PROVIDES:

EXCEPT AS OTHERWISE PROVIDED IN THE CONFIRMATION ORDER OR HEREIN AND IN ACCORDANCE WITH ARTICLE IX.E HEREOF, ALL ENTITIES, INCLUDING INVESTORS, WHO HAVE HELD, HOLD OR MAY HOLD CLAIMS, EQUITY INTERESTS, CAUSES OF ACTION OR LIABILITIES THAT CONSTITUTE RELEASED CLAIMS, ARE PERMANENTLY ENJOINED AND PRECLUDED, FROM AND AFTER THE EFFECTIVE DATE OF THE PLAN, FROM: (A) COMMENCING OR CONTINUING IN ANY MANNER OR ACTION OR OTHER PROCEEDING OF ANY KIND AGAINST ANY RELEASED PARTY WHETHER DIRECTLY, DERIVATIVELY OR OTHERWISE, ON ACCOUNT OF OR IN CONNECTION WITH OR WITH RESPECT TO ANY RELEASED CLAIMS; (B) ENFORCING, ATTACHING, COLLECTING OR RECOVERING BY ANY MANNER OR MEANS ANY JUDGMENT, AWARD, DECREE OR ORDER AGAINST ANY RELEASED PARTY ON ACCOUNT OF OR IN CONNECTION WITH OR WITH RESPECT TO ANY RELEASED CLAIMS; (C) CREATING, PERFECTING OR ENFORCING ANY LIEN (OTHER THAN ANY CHARGING LIEN OF A TRUSTEE UNDER ITS RESPECTIVE INDENTURE), CLAIM OR ENCUMBRANCE OF ANY KIND AGAINST ANY RELEASED PARTY ON ACCOUNT OF OR IN CONNECTION WITH OR WITH RESPECT TO ANY RELEASED CLAIMS; (D) ASSERTING ANY RIGHT TO SETOFF, SUBROGATION OR RECOUPMENT OF ANY KIND AGAINST ANY OBLIGATION DUE FROM ANY RELEASED PARTY ON ACCOUNT OF OR IN CONNECTION WITH OR WITH RESPECT TO ANY RELEASED CLAIMS UNLESS SUCH HOLDER HAS FILED A MOTION REQUESTING THE RIGHT TO PERFORM SUCH SETOFF ON OR BEFORE THE CONFIRMATION DATE, AND NOTWITHSTANDING ANY INDICATION IN A PROOF OF CLAIM OR EQUITY INTEREST OR OTHERWISE THAT SUCH HOLDER ASSERTS, HAS OR INTENDS TO PRESERVE ANY RIGHT OF SETOFF PURSUANT TO SECTION 553 OF THE BANKRUPTCY CODE OR OTHERWISE; (E) COMMENCING OR CONTINUING IN ANY MANNER OR ACTION OR OTHER PROCEEDING OF ANY KIND AGAINST ANY RELEASED PARTY ON ACCOUNT OF OR IN CONNECTION WITH OR WITH RESPECT TO ANY RELEASED CLAIMS; AND (F) SEEKING RELIEF OR COLLECTING JUDGMENTS ON AN INVESTOR-RELATED SECURITIES CLAIM IN A MANNER THAT FAILS TO CONFORM WITH THE TERMS OF THE JUDGMENT

REDUCTION PROVISION SET FORTH IN THE PLAN AND THE CONFIRMATION ORDER; PROVIDED, THAT NOTHING CONTAINED HEREIN SHALL BE CONSTRUED TO PREVENT ANY ENTITY FROM OBJECTING TO CLAIMS OR DEFENDING AGAINST CLAIMS OBJECTIONS OR COLLECTION ACTIONS WHETHER BY ASSERTING A RIGHT OF SETOFF OR OTHERWISE TO THE EXTENT PERMITTED BY LAW. SUCH INJUNCTION SHALL EXTEND TO THE SUCCESSORS OF THE LIQUIDATING TRUST, IF ANY, AND TO THEIR RESPECTIVE PROPERTIES AND INTERESTS IN PROPERTY. ANY PERSON INJURED BY ANY WILLFUL VIOLATION OF THIS INJUNCTION SHALL BE ENTITLED TO RECOVER ACTUAL DAMAGES, INCLUDING COSTS AND ATTORNEYS' FEES AND, IN APPROPRIATE CIRCUMSTANCES, MAY RECOVER PUNITIVE DAMAGES FROM THE WILLFUL VIOLATOR.

ITEM 3. Certification as to Transcription of Information from Item 3 of the Beneficial Owner Ballots as to Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims) Voted Through Other Beneficial Owner Ballots.

The undersigned certifies that the undersigned has transcribed in the following table the information, if any, provided by Beneficial Owners in Item 3 of each of the Beneficial Owner's original Beneficial Owner Ballots, identifying any Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims) for which such Beneficial Owners have submitted other Beneficial Owner Ballots (*e.g.*, to other voting nominees) other than to the undersigned:

Your Customer Account Number for Each Beneficial Holder Who Completed Item 3 of the Ballots	TRANSCRIBE FROM ITEM 3 OF THE BALLOTS:			
	Account Number	Name of Holder	CUSIP Number or Description of Other Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims) Voted	Principal Amount of Other Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims) Voted
1.				
2.				
3.				
4.				
5.				
6.				
7.				
8.				
9.				
10.				

ITEM 4. **Certification.**

By signing this Master Ballot, the undersigned certifies that:

1. it has received a copy of the Disclosure Statement, the Beneficial Owner Ballots and the Solicitation Package and has delivered the same to the Beneficial Owners listed on the Beneficial Owner Ballots or to any intermediary nominee, as applicable;
2. it has received a completed and signed Beneficial Owner Ballot from each Beneficial Owner listed in Item 2 of this Master Ballot or from an intermediary nominee, as applicable;
3. it is the registered holder of the Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims) being voted, or an agent therefor;
4. it has been authorized by each such Beneficial Owner or intermediary nominee, as applicable, to vote on the Plan and to make applicable elections;
5. it has properly disclosed:
 - (i) the number of Beneficial Owners who completed Beneficial Owner Ballots;
 - (ii) the respective amounts of the Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims) by each Beneficial Owner who completed a Beneficial Owner Ballot;
 - (iii) each such Beneficial Owner's respective vote concerning the Plan;
 - (iv) each such Beneficial Owner's certification as to other Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims) voted; and
 - (v) the customer account or other identification number for each such Beneficial Owner;
6. each such Beneficial Owner has certified to the undersigned or to an intermediary nominee, as applicable, that it is eligible to vote on the Plan; and
7. it will maintain Beneficial Owner Ballots and evidence of separate transactions returned by Beneficial Owners or by intermediary nominees (whether properly completed or defective) for at least one year after the Voting Deadline and disclose all such information to the Court or the Debtors, as the case may be, if so ordered.

Name of Nominee:	
	(Print or Type)
Participant Number:	
<input type="checkbox"/> Name of Proxy Holder or Nominee:	
	(Print or Type)
Social Security or Federal Tax Identification Number:	
Signature:	
Name of Signatory:	
	(If other than Nominee)
Title:	
Address:	
Date Completed:	

The Debtors will pay each Nominee's requested reasonable, documented costs and expenses associated with the distribution of copies of the Beneficial Owner Ballot and Solicitation Packages to the Beneficial Owners of the Senior Unsecured Notes Claims and tabulation of the Beneficial Owner Ballots. This Master Ballot is not a letter of transmittal and may not be used for any purpose other than to cast votes to accept or reject the Plan. Holders should not surrender, at this time, certificates representing their securities. KCC will not accept delivery of any such certificates surrendered together with a Master Ballot. Moreover, this Master Ballot shall not constitute or be deemed to be a proof of claim or equity interest or an assertion of a claim or equity interest.

**PLEASE COMPLETE, SIGN, AND DATE THIS
MASTER BALLOT AND RETURN IT PROMPTLY VIA FIRST CLASS MAIL,
OVERNIGHT COURIER SERVICE, OR HAND DELIVERY TO:**

**ResCap Balloting Center, c/o KCC,
599 Lexington Avenue, 39th Floor
New York, NY 10022**

<p>IF KCC DOES NOT <u>ACTUALLY RECEIVE</u> THIS MASTER BALLOT BY THE VOTING DEADLINE (AND IF THE VOTING DEADLINE IS NOT EXTENDED), THE VOTES CAST HEREBY WILL NOT BE COUNTED.</p>
--

Exhibit Z

NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS CONTAINED IN THE MATERIALS MAILED WITH THIS BALLOT OR OTHER MATERIALS AUTHORIZED BY THE BANKRUPTCY COURT.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----)
In re:) Case No. 12-12020 (MG)
)
RESIDENTIAL CAPITAL, LLC, et al.,) Chapter 11
)
Debtors.) Jointly Administered
-----)

**MASTER BALLOT FOR ACCEPTING OR REJECTING
THE JOINT CHAPTER 11 PLAN PROPOSED BY RESIDENTIAL
CAPITAL, LLC, ET AL. AND THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS**

CLASS R-4 — RESCAP UNSECURED CLAIMS (SENIOR UNSECURED NOTES CLAIMS)

**PLEASE READ AND FOLLOW THE ENCLOSED VOTING INSTRUCTIONS
FOR COMPLETING THIS BALLOT CAREFULLY BEFORE
COMPLETING THIS BALLOT.**

On August 23, 2013, the United States Bankruptcy Court for the Southern District of New York (the “**Court**”) signed an order (the “**Disclosure Statement Order**”) which approved the Disclosure Statement dated August 23, 2013 (as the same may be amended, modified, and/or supplemented, including all exhibits thereto, the “**Disclosure Statement**”) with respect to the *Joint Chapter 11 Plan Proposed By Residential Capital, LLC, et al. and the Official Committee of Unsecured Creditors* (as the same may be amended, modified, and/or supplemented, including all exhibits or supplements thereto, including the Plan Supplement, the “**Plan**”) and which establishes certain procedures for the solicitation and tabulation of votes to accept or reject the Plan. The Plan was filed by the above-captioned debtors and debtors-in-possession (the “**Debtors**”) and the Official Committee of Unsecured Creditors (the “**Committee**,” and together with the Debtors, the “**Plan Proponents**”) on August 23, 2013. The Plan is Exhibit 1 to the Disclosure Statement, which is part of the package that accompanies this Ballot (the “**Solicitation Package**”). The Court’s approval of the Disclosure Statement does not indicate approval of the Plan by the Court.

The Plan Proponents have sent this Master Ballot to you because our records indicate that you are a broker, dealer, commercial bank, trust company, or other agent nominee (each, a “**Nominee**”) of a Beneficial Owner of Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims) under the Plan as of August 16, 2013 (the “**Voting Record Date**”).¹

As a Nominee, you are required to immediately deliver a Solicitation Package, including a Beneficial Owner Ballot, to each Beneficial Owner for whom you hold Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims) and take any action required to enable such Beneficial Owner to timely vote its Claim to accept or reject the Plan. You should include in each Solicitation Package a return envelope addressed to you (and not include a return

¹ A “**Beneficial Owner**” means a beneficial owner of publicly-traded securities whose Claims have not been satisfied prior to the Voting Record Date (as defined below) pursuant to Bankruptcy Court order or otherwise, as reflected in the records maintained by the Nominees (or its own records if it holds such securities on its own behalf) holding Claims through Wilmington Trust, as indenture trustee under the Senior Unsecured Notes Indenture, together with its respective successors and assigns.

envelope addressed to KCC), unless you choose to pre-validate such Beneficial Owner Ballot, in which case the Solicitation Package should include a return envelope addressed only to KCC. With respect to any Beneficial Owner Ballots returned to you, you must (1) execute this Master Ballot so as to reflect the voting instructions given to you in the Beneficial Owner Ballots by the Beneficial Owners for whom you hold Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims) and (2) forward this Master Ballot to KCC in accordance with the Master Ballot Instructions accompanying this Master Ballot.

If you are both the record holder and a Beneficial Owner of any Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims) and you wish to vote the Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims) for which you are a Beneficial Owner, you may complete a Beneficial Owner Ballot or this Master Ballot with respect to such Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims).

Your rights are described in the Disclosure Statement, which was included in the Solicitation Package you are receiving with this Ballot (as well as the Plan, Disclosure Statement Order and certain other materials). If you received Solicitation Package materials in CD-ROM format and desire paper copies, or if you need to obtain additional solicitation materials, you may contact Kurtzman Carson Consultants LLC (“**KCC**”) (a) at the ResCap restructuring website at www.kccllc.net/rescap, (b) upon request by mail to ResCap Balloting Center, c/o, KCC, 2335 Alaska Ave., El Segundo, California, 90245, (c) upon request by calling the ResCap Restructuring hotline at (888) 251-2914, or (d) for a fee via PACER at www.nysb.uscourts.gov (a PACER login and password are required to access documents on the Court’s website and can be obtained through the PACER Service Center at www.pacer.psc.uscourts.gov). Copies of the Plan and Disclosure Statement may also be examined by interested parties between the hours of 9:00 a.m. and 4:30 p.m. (Eastern Time) at the office of the Clerk of the Bankruptcy Court, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 511, New York, New York 10004.

ARTICLE IX OF THE PLAN CONTAINS RELEASE, EXCULPATION, AND
INJUNCTION PROVISIONS, AND ARTICLE IX.D CONTAINS A THIRD PARTY RELEASE.

**IF YOU: (1) VOTE TO ACCEPT THE PLAN, OR (2) FAIL TO TIMELY AND/OR PROPERLY
SUBMIT A BALLOT, YOU WILL BE DEEMED TO HAVE CONSENTED TO THE THIRD
PARTY RELEASE CONTAINED IN ARTICLE IX.D OF THE PLAN, THE EXCULPATION
PROVISION CONTAINED IN ARTICLE IX.G OF THE PLAN, AND THE INJUNCTION PROVISION
CONTAINED IN ARTICLE IX.H OF THE PLAN, EACH COPIED BELOW.**

**REGARDLESS AS TO HOW OR WHETHER YOU VOTED ON THE PLAN, IF THE PLAN IS
CONFIRMED, THE RELEASE, EXCULPATION AND INJUNCTION PROVISIONS
CONTAINED IN ARTICLE IX OF THE PLAN WILL BE BINDING UPON YOU. THUS,
YOU ARE ADVISED TO REVIEW AND CONSIDER THE PLAN CAREFULLY BECAUSE
YOUR RIGHTS MIGHT BE AFFECTED THEREUNDER.**

VOTING INSTRUCTIONS

1. All capitalized terms used in the Master Ballot or these instructions but not otherwise defined therein shall have the meanings ascribed to them in the Plan or the Disclosure Statement Order, as applicable. In the event of a conflict between the Plan, the Master Ballot and the Disclosure Statement, the terms of the Plan shall control.
2. You should immediately distribute Solicitation Package(s), including Beneficial Owners Ballots, to each Beneficial Owner (or intermediary nominees, if applicable) of Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims), and take any action required to enable each such Beneficial Owner to timely vote their Claims.
3. If you are both the record holder and the Beneficial Owner of any principal amount of the Class R-4 Senior Unsecured Notes Claims and you wish to vote any Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims) on account thereof, you may complete and execute either an individual Beneficial Owner Ballot or a Master Ballot and return the same to KCC in accordance with these instructions.

4. If you are transmitting the votes of any Beneficial Owners other than yourself, you may, at your option, elect to pre-validate the Beneficial Owner Ballots sent to you by KCC. Based on your decision as to whether or not to pre-validate Beneficial Owners Ballots, the instructions in either paragraph (5) or paragraph (6) apply (but not both).
5. **PRE-VALIDATED BENEFICIAL OWNER BALLOTS:** A Nominee “pre-validates” a Beneficial Owner Ballot by indicating thereon the Beneficial Owner of the Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims) voted the amount of the Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims) held by the Beneficial Owner and the appropriate account numbers through which the Beneficial Owner’s holdings are derived. If you choose to pre-validate individual Beneficial Owner Ballots, you must immediately: (a) “pre-validate” the individual Beneficial Owner Ballot contained in the Solicitation Package sent to you by KCC, and (b) forward the Solicitation Package to the Beneficial Owner for voting, including:
- (i) the pre-validated Beneficial Owner Ballot;
 - (ii) a return envelope addressed to KCC as follows: ResCap Balloting Center, c/o KCC, 599 Lexington Avenue, 39th Floor, New York, NY 10022; and
 - (iii) clear instructions stating that Beneficial Owners must return their pre-validated Beneficial Owner Ballot directly to KCC so that it is actually received by KCC on or before **7:00 pm (Eastern Time) on October 21, 2013** (the “**Voting Deadline**”).
6. **NON PRE-VALIDATED BENEFICIAL OWNER BALLOTS:** If you do NOT choose to pre-validate individual Beneficial Owner Ballots, you must:
- (i) immediately forward the Solicitation Package(s) sent to you by KCC to each Beneficial Owner for voting, including: (a) the Beneficial Owner Ballot; (b) a return envelope addressed to the Nominee; and (c) clear instructions stating that Beneficial Owners must return their Beneficial Owner Ballot directly to the Nominee so that it is actually received by the Nominee on or before that date (“**Return Date**”) calculated by the Nominee so as to afford the Nominee with enough time to prepare the Master Ballot and return the Master Ballot to KCC so it is actually received by KCC on or before the Voting Deadline, which Return Date the Nominee must also insert in the blank on the first page of the Beneficial Owner Ballot before transmitting it to the Beneficial Owner; and
 - (ii) upon receipt of completed and executed Beneficial Owner Ballots returned to you by a Beneficial Owner (or intermediary nominee), you must:
 - a. compile and validate the votes and other relevant information of each such Beneficial Owner on the Master Ballot using the customer account number or other identification number assigned by you or an intermediary nominee to each such Beneficial Owner;
 - b. execute the Master Ballot;
 - c. transmit such Master Ballot to KCC by the Voting Deadline; and
 - d. retain such Beneficial Owner Ballots in your files for a period of one year after the Effective Date of the Plan (as you may be ordered to produce the Beneficial Owner Ballots to the Debtors or the Court).
7. If a Master Ballot is received after the Voting Deadline and if the Voting Deadline is not extended, it will not be counted. Additionally, the following Master Ballots (and therefore Beneficial Owner Ballots) will NOT be counted:

- (i) Master Ballots sent to any of the Debtors, the Debtors' agents (other than KCC) or the Debtors' financial or legal advisors;
 - (ii) Master Ballots sent by facsimile, e-mail or any other electronic means;
 - (iii) any Master Ballot that is illegible or contains insufficient information to permit the identification of the Beneficial Owner of the Claim;
 - (iv) any Master Ballot cast by an entity that does not hold a Claim in a Class that is entitled to vote on the Plan;
 - (v) any unsigned Master Ballot;
 - (vi) any Master Ballot not marked to accept or reject the Plan or the portion of any Master Ballot that is marked, with respect to a single account number, both to accept and reject the Plan; and/or
 - (vii) any Master Ballot submitted by any entity not entitled to vote pursuant to the Disclosure Statement Order.
8. Any Ballot returned to you by a Beneficial Owner of a Claim or intermediary nominee shall not be counted for purposes of accepting or rejecting the Plan until you properly complete and deliver to KCC a Master Ballot that reflects the vote of such Beneficial Owners or intermediary nominees by the Voting Deadline or otherwise validate the Beneficial Owner Ballot in a manner acceptable to KCC.
9. The method of delivery of Master Ballots to KCC is at the election and risk of each Nominee. Except as otherwise provided herein, such delivery will be deemed made only when KCC **actually receives** the originally executed Master Ballot. Instead of effecting delivery by first-class mail, it is recommended, though not required, that Nominees use an overnight or hand delivery service. Facsimile or other electronic transmissions of this Master Ballot will not be accepted. In all cases, Nominees should allow sufficient time to assure timely delivery.
10. If multiple Master Ballots are received from the same Nominee with respect to the same Beneficial Owner Ballot belonging to a Beneficial Owner of a Claim prior to the Voting Deadline, the last Master Ballot timely received will supersede and revoke any earlier received Master Ballots.
11. The Master Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan and make certifications with respect to the Beneficial Owner Ballots. Accordingly, at this time, holders of Claims should not surrender certificates or instruments representing their Claims and you should not accept delivery of any such certificates or instruments surrendered together with a Beneficial Owner Ballot.
12. This Master Ballot does not constitute, and shall not be deemed to be, (a) a Proof of Claim or (b) an assertion or admission of a Claim.
13. **Please be sure to properly execute your Master Ballot.** You must: (a) sign and date your Master Ballot; (b) if applicable, indicate that you are signing a Master Ballot in your capacity as a trustee, executor, administrator, guardian, attorney in fact, officer of a corporation or otherwise acting in a fiduciary or representative capacity and, if required or requested by KCC, the Plan Proponents or the Court, submit proper evidence to the requesting party to so act on behalf of such Beneficial Owner; and (c) provide your name and mailing address if it is different from that set forth on the attached mailing label or if no such mailing label is attached to the Master Ballot.
14. No fees or commissions or other remuneration will be payable to any Nominee for soliciting Beneficial Owner Ballots accepting the Plan. The Debtors will however, upon written request, reimburse you for reasonable and customary mailing and handling expenses incurred by you in forwarding the Beneficial Owner Ballots and other enclosed materials to your customers.

PLEASE MAIL YOUR BALLOT PROMPTLY. FACSIMILE OR OTHER ELECTRONIC (INCLUDING E-MAIL) TRANSMISSION OF THIS MASTER BALLOT WILL NOT BE ACCEPTED.

IF YOU HAVE ANY QUESTIONS REGARDING THIS MASTER BALLOT OR THE VOTING PROCEDURES, PLEASE CONTACT KCC BY: (A) WRITING TO RESIDENTIAL CAPITAL, LLC, C/O KURTZMAN CARSON CONSULTANTS LLC, 2335 ALASKA AVENUE, EL SEGUNDO, CALIFORNIA 90245; OR (B) TELEPHONE AT (877) 833-4150. PLEASE NOTE THAT KCC IS NOT AUTHORIZED TO, AND WILL NOT, PROVIDE LEGAL ADVICE.

**If KCC does not actually receive this Master Ballot on or before
the Voting Deadline, and if the Voting Deadline is not extended, the Beneficial
Owners' votes transmitted hereby will not be counted.**

ITEM 1. **Claim Amount for Voting Purposes.** The undersigned certifies that as of August 16, 2013 (the "**Voting Record Date**"), the undersigned (please check the applicable box):

- ☐ is a Nominee for the Beneficial Owners of the aggregate amount of Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims) listed in Item 2 below and is the registered holder of the Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims) represented by any such Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims);
- ☐ is acting under a power of attorney and/or agency agreement (a copy of which will be provided upon request) granted by a Nominee that is the registered holder of the aggregate amount of Class R-4 Senior Unsecured Note Claims listed in Item 2 below; or
- ☐ has been granted a proxy (an original of which is annexed hereto) from (a) a Nominee or (b) a Beneficial Owner, that is the registered holder of the aggregate amount of the Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims) listed in Item 2 below and, accordingly, has full power and authority to vote to accept or reject the Plan on behalf of the Beneficial Owners of the Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims) described in Item 2 below.

ITEM 2. **Vote With Respect to Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims).**

Number of Beneficial Owners: The undersigned transmits the following votes of Beneficial Owners in respect of their Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims). The undersigned certifies that the following Beneficial Owners of such Claims, as identified by their respective customer account numbers set forth below, are Beneficial Owners of the Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims) and as of the Voting Record Date have delivered to the undersigned, as Nominee, Beneficial Owner Ballots casting such votes.

To Properly Complete the Following Table: Indicate in the appropriate column below the aggregate principal amount voted for each account (please use additional sheets of paper if necessary and, if possible, attach such information to this Master Ballot in the form of the following table). **Please note:** (1) each account of a Beneficial Owner must vote all such Beneficial Owner's Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims) to accept or reject the Plan and may not split such vote; and (2) any Beneficial Owner Ballot executed by the Beneficial Owner that does not indicate an acceptance or rejection of the Plan or that indicates both an acceptance and a rejection should not be counted as either an acceptance or a rejection of the Plan.

VOTE ON CHAPTER 11 PLAN		
Your Customer Account Number for Each Beneficial Holder of Voting Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims)	ACCEPT THE PLAN	REJECT THE PLAN
1.	\$	\$
2.	\$	\$
3.	\$	\$
4.	\$	\$
5.	\$	\$
6.	\$	\$
7.	\$	\$
8.	\$	\$
9.	\$	\$
10.	\$	\$
TOTALS:	\$	\$

THE RELEASE IN ARTICLE IX.D OF THE PLAN PROVIDES:

ON AND AS OF THE EFFECTIVE DATE OF THE PLAN, THE HOLDERS OF CLAIMS AND EQUITY INTERESTS, SHALL BE DEEMED TO PROVIDE A FULL AND COMPLETE DISCHARGE AND RELEASE TO THE ALLY RELEASED PARTIES AND THEIR RESPECTIVE PROPERTY FROM ANY AND ALL CAUSES OF ACTION WHATSOEVER, WHETHER KNOWN OR UNKNOWN, ASSERTED OR UNASSERTED, DERIVATIVE OR DIRECT, FORESEEN OR UNFORESEEN, EXISTING OR HEREINAFTER ARISING, IN LAW, EQUITY, OR OTHERWISE, WHETHER FOR TORT, FRAUD, CONTRACT, VIOLATIONS OF FEDERAL OR STATE SECURITIES LAWS, VEIL PIERCING OR ALTER-EGO THEORIES OF LIABILITY, CONTRIBUTION, INDEMNIFICATION, JOINT LIABILITY, OR OTHERWISE, ARISING FROM OR RELATED IN ANY WAY TO THE DEBTORS, INCLUDING THOSE IN ANY WAY RELATED TO RMBS ISSUED AND/OR SOLD BY THE DEBTORS OR THEIR AFFILIATES AND/OR THE CHAPTER 11 CASES OR THE PLAN, AND ANY OBLIGATIONS UNDER THE DOJ/AG SETTLEMENT, THE CONSENT ORDER, AND THE ORDER OF ASSESSMENT.

ENTRY OF THE CONFIRMATION ORDER SHALL CONSTITUTE THE BANKRUPTCY COURT'S APPROVAL, UNDER SECTION 1123 OF THE BANKRUPTCY CODE AND BANKRUPTCY RULE 9019, OF THE THIRD PARTY RELEASE, AND FURTHER, SHALL CONSTITUTE THE BANKRUPTCY COURT'S FINDING THAT THIS THIRD PARTY RELEASE IS: (1) IN EXCHANGE FOR THE GOOD, VALUABLE AND SUBSTANTIAL CONSIDERATION PROVIDED BY THE ALLY RELEASED PARTIES; (2) IN THE BEST INTERESTS OF THE DEBTORS, THE ESTATES, THE LIQUIDATING TRUST AND ALL HOLDERS OF CLAIMS AND EQUITY INTERESTS; (3) FAIR, EQUITABLE AND REASONABLE; (4) GIVEN AND MADE AFTER DUE NOTICE AND OPPORTUNITY FOR A HEARING; (5) JUSTIFIED BY TRULY

UNUSUAL CIRCUMSTANCES; (6) AN ESSENTIAL COMPONENT AND CRITICAL TO THE SUCCESS OF THE PLAN; (7) RESULTED IN DISTRIBUTIONS TO THE CREDITORS THAT WOULD OTHERWISE HAVE BEEN UNAVAILABLE; (8) THE RESULT OF AN IDENTITY OF INTEREST BETWEEN THE DEBTORS AND THE ALLY RELEASED PARTIES REGARDING THE PLAN; AND (9) A BAR TO ANY PARTY ASSERTING A CLAIM OR CAUSE OF ACTION RELEASED PURSUANT TO THIS THIRD PARTY RELEASE AGAINST ANY OF THE ALLY RELEASED PARTIES.

THE EXCULPATION IN ARTICLE IX.G OF THE PLAN PROVIDES:

THE EXCULPATED PARTIES SHALL NEITHER HAVE, NOR INCUR, ANY LIABILITY TO ANY ENTITY FOR ANY PRE-PETITION OR POST-PETITION ACT OR OMISSION TAKEN IN CONNECTION WITH, OR RELATED TO, FORMULATING, NEGOTIATING, PREPARING, DISSEMINATING, SOLICITING, IMPLEMENTING, ADMINISTERING, CONFIRMING, OR EFFECTING THE CONSUMMATION OF ANY PREPETITION PLAN SUPPORT AGREEMENTS, THE PLAN SUPPORT AGREEMENT, THE PLAN, THE DISCLOSURE STATEMENT, THE FGIC SETTLEMENT AGREEMENT, THE KESSLER SETTLEMENT AGREEMENT, THE RMBS SETTLEMENT, OR ANY CONTRACT, INSTRUMENT, RELEASE, OR OTHER AGREEMENT OR DOCUMENT CREATED OR ENTERED INTO IN CONNECTION WITH THE PLAN, PROVIDED, THAT THE FOREGOING PROVISIONS OF THIS EXCULPATION SHALL HAVE NO EFFECT ON THE LIABILITY OF ANY ENTITY THAT RESULTS FROM ANY SUCH ACT THAT IS DETERMINED IN A FINAL, NON-APPEALABLE ORDER TO HAVE CONSTITUTED GROSS NEGLIGENCE OR WILLFUL MISCONDUCT; PROVIDED, FURTHER, THAT THE EXCULPATED PARTIES SHALL BE ENTITLED TO RELY UPON THE ADVICE OF COUNSEL AND FINANCIAL ADVISORS CONCERNING HIS, HER, OR ITS DUTIES PURSUANT TO, OR IN CONNECTION WITH, ANY PREPETITION PLAN SUPPORT AGREEMENT, THE PLAN SUPPORT AGREEMENT, THE PLAN, THE DISCLOSURE STATEMENT, THE FGIC SETTLEMENT AGREEMENT, AND THE RMBS SETTLEMENT.

THE INJUNCTION IN ARTICLE IX.H OF THE PLAN PROVIDES:

EXCEPT AS OTHERWISE PROVIDED IN THE CONFIRMATION ORDER OR HEREIN AND IN ACCORDANCE WITH ARTICLE IX.E HEREOF, ALL ENTITIES, INCLUDING INVESTORS, WHO HAVE HELD, HOLD OR MAY HOLD CLAIMS, EQUITY INTERESTS, CAUSES OF ACTION OR LIABILITIES THAT CONSTITUTE RELEASED CLAIMS, ARE PERMANENTLY ENJOINED AND PRECLUDED, FROM AND AFTER THE EFFECTIVE DATE OF THE PLAN, FROM: (A) COMMENCING OR CONTINUING IN ANY MANNER OR ACTION OR OTHER PROCEEDING OF ANY KIND AGAINST ANY RELEASED PARTY WHETHER DIRECTLY, DERIVATIVELY OR OTHERWISE, ON ACCOUNT OF OR IN CONNECTION WITH OR WITH RESPECT TO ANY RELEASED CLAIMS; (B) ENFORCING, ATTACHING, COLLECTING OR RECOVERING BY ANY MANNER OR MEANS ANY JUDGMENT, AWARD, DECREE OR ORDER AGAINST ANY RELEASED PARTY ON ACCOUNT OF OR IN CONNECTION WITH OR WITH RESPECT TO ANY RELEASED CLAIMS; (C) CREATING, PERFECTING OR ENFORCING ANY LIEN (OTHER THAN ANY CHARGING LIEN OF A TRUSTEE UNDER ITS RESPECTIVE INDENTURE), CLAIM OR ENCUMBRANCE OF ANY KIND AGAINST ANY RELEASED PARTY ON ACCOUNT OF OR IN CONNECTION WITH OR WITH RESPECT TO ANY RELEASED CLAIMS; (D) ASSERTING ANY RIGHT TO SETOFF, SUBROGATION OR RECOUPMENT OF ANY KIND AGAINST ANY OBLIGATION DUE FROM ANY RELEASED PARTY ON ACCOUNT OF OR IN CONNECTION WITH OR WITH RESPECT TO ANY RELEASED CLAIMS UNLESS SUCH HOLDER HAS FILED A MOTION REQUESTING THE RIGHT TO PERFORM SUCH SETOFF ON OR BEFORE THE CONFIRMATION DATE, AND NOTWITHSTANDING ANY INDICATION IN A PROOF OF CLAIM OR EQUITY INTEREST OR OTHERWISE THAT SUCH HOLDER ASSERTS, HAS OR INTENDS TO PRESERVE ANY RIGHT OF SETOFF PURSUANT TO SECTION 553 OF THE BANKRUPTCY CODE OR OTHERWISE; (E) COMMENCING OR CONTINUING IN ANY MANNER OR ACTION OR OTHER PROCEEDING OF ANY KIND AGAINST ANY RELEASED PARTY ON ACCOUNT OF OR IN CONNECTION WITH OR WITH RESPECT TO ANY RELEASED CLAIMS; AND (F) SEEKING RELIEF OR COLLECTING JUDGMENTS ON AN INVESTOR-RELATED SECURITIES CLAIM IN A MANNER THAT FAILS TO CONFORM WITH THE TERMS OF THE JUDGMENT

REDUCTION PROVISION SET FORTH IN THE PLAN AND THE CONFIRMATION ORDER; PROVIDED, THAT NOTHING CONTAINED HEREIN SHALL BE CONSTRUED TO PREVENT ANY ENTITY FROM OBJECTING TO CLAIMS OR DEFENDING AGAINST CLAIMS OBJECTIONS OR COLLECTION ACTIONS WHETHER BY ASSERTING A RIGHT OF SETOFF OR OTHERWISE TO THE EXTENT PERMITTED BY LAW. SUCH INJUNCTION SHALL EXTEND TO THE SUCCESSORS OF THE LIQUIDATING TRUST, IF ANY, AND TO THEIR RESPECTIVE PROPERTIES AND INTERESTS IN PROPERTY. ANY PERSON INJURED BY ANY WILLFUL VIOLATION OF THIS INJUNCTION SHALL BE ENTITLED TO RECOVER ACTUAL DAMAGES, INCLUDING COSTS AND ATTORNEYS' FEES AND, IN APPROPRIATE CIRCUMSTANCES, MAY RECOVER PUNITIVE DAMAGES FROM THE WILLFUL VIOLATOR.

ITEM 3. Certification as to Transcription of Information from Item 3 of the Beneficial Owner Ballots as to Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims) Voted Through Other Beneficial Owner Ballots.

The undersigned certifies that the undersigned has transcribed in the following table the information, if any, provided by Beneficial Owners in Item 3 of each of the Beneficial Owner's original Beneficial Owner Ballots, identifying any Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims) for which such Beneficial Owners have submitted other Beneficial Owner Ballots (*e.g.*, to other voting nominees) other than to the undersigned:

Your Customer Account Number for Each Beneficial Holder Who Completed Item 3 of the Ballots	TRANSCRIBE FROM ITEM 3 OF THE BALLOTS:			
	Account Number	Name of Holder	CUSIP Number or Description of Other Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims) Voted	Principal Amount of Other Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims) Voted
1.				\$
2.				\$
3.				\$
4.				\$
5.				\$
6.				\$
7.				\$
8.				\$
9.				\$
10.				\$

ITEM 4. **Certification.**

By signing this Master Ballot, the undersigned certifies that:

1. it has received a copy of the Disclosure Statement, the Beneficial Owner Ballots and the Solicitation Package and has delivered the same to the Beneficial Owners listed on the Beneficial Owner Ballots or to any intermediary nominee, as applicable;
2. it has received a completed and signed Beneficial Owner Ballot from each Beneficial Owner listed in Item 2 of this Master Ballot or from an intermediary nominee, as applicable;
3. it is the registered holder of the Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims) being voted, or an agent therefor;
4. it has been authorized by each such Beneficial Owner or intermediary nominee, as applicable, to vote on the Plan and to make applicable elections;
5. it has properly disclosed:
 - (i) the number of Beneficial Owners who completed Beneficial Owner Ballots;
 - (ii) the respective amounts of the Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims) by each Beneficial Owner who completed a Beneficial Owner Ballot;
 - (iii) each such Beneficial Owner's respective vote concerning the Plan;
 - (iv) each such Beneficial Owner's certification as to other Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims) voted; and
 - (v) the customer account or other identification number for each such Beneficial Owner;
6. each such Beneficial Owner has certified to the undersigned or to an intermediary nominee, as applicable, that it is eligible to vote on the Plan; and
7. it will maintain Beneficial Owner Ballots and evidence of separate transactions returned by Beneficial Owners or by intermediary nominees (whether properly completed or defective) for at least one year after the Voting Deadline and disclose all such information to the Court or the Debtors, as the case may be, if so ordered.

Name of Nominee:	_____
	(Print or Type)
Participant Number:	_____
<input type="checkbox"/> Name of Proxy Holder or Nominee:	_____
	(Print or Type)
Social Security or Federal Tax Identification Number:	_____
Signature:	_____
Name of Signatory:	_____
	(If other than Nominee)
Title:	_____
Address:	_____

Date Completed:	_____

The Debtors will pay each Nominee's requested reasonable, documented costs and expenses associated with the distribution of copies of the Beneficial Owner Ballot and Solicitation Packages to the Beneficial Owners of the Senior Unsecured Notes Claims and tabulation of the Beneficial Owner Ballots. This Master Ballot is not a letter of transmittal and may not be used for any purpose other than to cast votes to accept or reject the Plan. Holders should not surrender, at this time, certificates representing their securities. KCC will not accept delivery of any such certificates surrendered together with a Master Ballot. Moreover, this Master Ballot shall not constitute or be deemed to be a proof of claim or equity interest or an assertion of a claim or equity interest.

**PLEASE COMPLETE, SIGN, AND DATE THIS
MASTER BALLOT AND RETURN IT PROMPTLY VIA FIRST CLASS MAIL,
OVERNIGHT COURIER SERVICE, OR HAND DELIVERY TO:**

**ResCap Balloting Center, c/o KCC,
599 Lexington Avenue, 39th Floor
New York, NY 10022**

IF KCC DOES NOT ACTUALLY RECEIVE THIS MASTER BALLOT BY THE VOTING DEADLINE (AND IF THE VOTING DEADLINE IS NOT EXTENDED), THE VOTES CAST HEREBY WILL NOT BE COUNTED.

Exhibit AA

NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS CONTAINED IN THE MATERIALS MAILED WITH THIS BALLOT OR OTHER MATERIALS AUTHORIZED BY THE BANKRUPTCY COURT.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)
) Case No. 12-12020 (MG)
)
RESIDENTIAL CAPITAL, LLC, et al.,) Chapter 11
)
Debtors.) Jointly Administered
)

**MASTER BALLOT FOR ACCEPTING OR REJECTING
THE JOINT CHAPTER 11 PLAN PROPOSED BY RESIDENTIAL
CAPITAL, LLC, ET AL. AND THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS**

CLASS R-4 — RESCAP UNSECURED CLAIMS (SENIOR UNSECURED NOTES CLAIMS)

**PLEASE READ AND FOLLOW THE ENCLOSED VOTING INSTRUCTIONS
FOR COMPLETING THIS BALLOT CAREFULLY BEFORE
COMPLETING THIS BALLOT.**

On August 23, 2013, the United States Bankruptcy Court for the Southern District of New York (the “**Court**”) signed an order (the “**Disclosure Statement Order**”) which approved the Disclosure Statement dated August 23, 2013 (as the same may be amended, modified, and/or supplemented, including all exhibits thereto, the “**Disclosure Statement**”) with respect to the *Joint Chapter 11 Plan Proposed By Residential Capital, LLC, et al. and the Official Committee of Unsecured Creditors* (as the same may be amended, modified, and/or supplemented, including all exhibits or supplements thereto, including the Plan Supplement, the “**Plan**”) and which establishes certain procedures for the solicitation and tabulation of votes to accept or reject the Plan. The Plan was filed by the above-captioned debtors and debtors-in-possession (the “**Debtors**”) and the Official Committee of Unsecured Creditors (the “**Committee**,” and together with the Debtors, the “**Plan Proponents**”) on August 23, 2013. The Plan is Exhibit 1 to the Disclosure Statement, which is part of the package that accompanies this Ballot (the “**Solicitation Package**”). The Court’s approval of the Disclosure Statement does not indicate approval of the Plan by the Court.

The Plan Proponents have sent this Master Ballot to you because our records indicate that you are a broker, dealer, commercial bank, trust company, or other agent nominee (each, a “**Nominee**”) of a Beneficial Owner of Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims) under the Plan as of August 16, 2013 (the “**Voting Record Date**”).¹

As a Nominee, you are required to immediately deliver a Solicitation Package, including a Beneficial Owner Ballot, to each Beneficial Owner for whom you hold Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims) and take any action required to enable such Beneficial Owner to timely vote its Claim to accept or reject the Plan. You should include in each Solicitation Package a return envelope addressed to you (and not include a return

¹ A “**Beneficial Owner**” means a beneficial owner of publicly-traded securities whose Claims have not been satisfied prior to the Voting Record Date (as defined below) pursuant to Bankruptcy Court order or otherwise, as reflected in the records maintained by the Nominees (or its own records if it holds such securities on its own behalf) holding Claims through Wilmington Trust, as indenture trustee under the Senior Unsecured Notes Indenture, together with its respective successors and assigns.

envelope addressed to KCC), unless you choose to pre-validate such Beneficial Owner Ballot, in which case the Solicitation Package should include a return envelope addressed only to KCC. With respect to any Beneficial Owner Ballots returned to you, you must (1) execute this Master Ballot so as to reflect the voting instructions given to you in the Beneficial Owner Ballots by the Beneficial Owners for whom you hold Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims) and (2) forward this Master Ballot to KCC in accordance with the Master Ballot Instructions accompanying this Master Ballot.

If you are both the record holder and a Beneficial Owner of any Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims) and you wish to vote the Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims) for which you are a Beneficial Owner, you may complete a Beneficial Owner Ballot or this Master Ballot with respect to such Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims).

Your rights are described in the Disclosure Statement, which was included in the Solicitation Package you are receiving with this Ballot (as well as the Plan, Disclosure Statement Order and certain other materials). If you received Solicitation Package materials in CD-ROM format and desire paper copies, or if you need to obtain additional solicitation materials, you may contact Kurtzman Carson Consultants LLC (“**KCC**”) (a) at the ResCap restructuring website at www.kccllc.net/rescap, (b) upon request by mail to ResCap Balloting Center, c/o, KCC, 2335 Alaska Ave., El Segundo, California, 90245, (c) upon request by calling the ResCap Restructuring hotline at (888) 251-2914, or (d) for a fee via PACER at www.nysb.uscourts.gov (a PACER login and password are required to access documents on the Court’s website and can be obtained through the PACER Service Center at www.pacer.psc.uscourts.gov). Copies of the Plan and Disclosure Statement may also be examined by interested parties between the hours of 9:00 a.m. and 4:30 p.m. (Eastern Time) at the office of the Clerk of the Bankruptcy Court, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 511, New York, New York 10004.

**ARTICLE IX OF THE PLAN CONTAINS RELEASE, EXCULPATION, AND
INJUNCTION PROVISIONS, AND ARTICLE IX.D CONTAINS A THIRD PARTY RELEASE.**

**IF YOU: (1) VOTE TO ACCEPT THE PLAN, OR (2) FAIL TO TIMELY AND/OR PROPERLY
SUBMIT A BALLOT, YOU WILL BE DEEMED TO HAVE CONSENTED TO THE THIRD
PARTY RELEASE CONTAINED IN ARTICLE IX.D OF THE PLAN, THE EXCULPATION
PROVISION CONTAINED IN ARTICLE IX.G OF THE PLAN, AND THE INJUNCTION PROVISION
CONTAINED IN ARTICLE IX.H OF THE PLAN, EACH COPIED BELOW.**

**REGARDLESS AS TO HOW OR WHETHER YOU VOTED ON THE PLAN, IF THE PLAN IS
CONFIRMED, THE RELEASE, EXCULPATION AND INJUNCTION PROVISIONS
CONTAINED IN ARTICLE IX OF THE PLAN WILL BE BINDING UPON YOU. THUS,
YOU ARE ADVISED TO REVIEW AND CONSIDER THE PLAN CAREFULLY BECAUSE
YOUR RIGHTS MIGHT BE AFFECTED THEREUNDER.**

VOTING INSTRUCTIONS

1. All capitalized terms used in the Master Ballot or these instructions but not otherwise defined therein shall have the meanings ascribed to them in the Plan or the Disclosure Statement Order, as applicable. In the event of a conflict between the Plan, the Master Ballot and the Disclosure Statement, the terms of the Plan shall control.
2. You should immediately distribute Solicitation Package(s), including Beneficial Owners Ballots, to each Beneficial Owner (or intermediary nominees, if applicable) of Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims), and take any action required to enable each such Beneficial Owner to timely vote their Claims.
3. If you are both the record holder and the Beneficial Owner of any principal amount of the Class R-4 Senior Unsecured Notes Claims and you wish to vote any Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims) on account thereof, you may complete and execute either an individual Beneficial Owner Ballot or a Master Ballot and return the same to KCC in accordance with these instructions.

4. If you are transmitting the votes of any Beneficial Owners other than yourself, you may, at your option, elect to pre-validate the Beneficial Owner Ballots sent to you by KCC. Based on your decision as to whether or not to pre-validate Beneficial Owners Ballots, the instructions in either paragraph (5) or paragraph (6) apply (but not both).
5. **PRE-VALIDATED BENEFICIAL OWNER BALLOTS:** A Nominee “pre-validates” a Beneficial Owner Ballot by indicating thereon the Beneficial Owner of the Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims) voted the amount of the Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims) held by the Beneficial Owner and the appropriate account numbers through which the Beneficial Owner’s holdings are derived. If you choose to pre-validate individual Beneficial Owner Ballots, you must immediately: (a) “pre-validate” the individual Beneficial Owner Ballot contained in the Solicitation Package sent to you by KCC, and (b) forward the Solicitation Package to the Beneficial Owner for voting, including:
- (i) the pre-validated Beneficial Owner Ballot;
 - (ii) a return envelope addressed to KCC as follows: ResCap Balloting Center, c/o KCC, 599 Lexington Avenue, 39th Floor, New York, NY 10022; and
 - (iii) clear instructions stating that Beneficial Owners must return their pre-validated Beneficial Owner Ballot directly to KCC so that it is actually received by KCC on or before **7:00 pm (Eastern Time) on October 21, 2013** (the “**Voting Deadline**”).
6. **NON PRE-VALIDATED BENEFICIAL OWNER BALLOTS:** If you do NOT choose to pre-validate individual Beneficial Owner Ballots, you must:
- (i) immediately forward the Solicitation Package(s) sent to you by KCC to each Beneficial Owner for voting, including: (a) the Beneficial Owner Ballot; (b) a return envelope addressed to the Nominee; and (c) clear instructions stating that Beneficial Owners must return their Beneficial Owner Ballot directly to the Nominee so that it is actually received by the Nominee on or before that date (“**Return Date**”) calculated by the Nominee so as to afford the Nominee with enough time to prepare the Master Ballot and return the Master Ballot to KCC so it is actually received by KCC on or before the Voting Deadline, which Return Date the Nominee must also insert in the blank on the first page of the Beneficial Owner Ballot before transmitting it to the Beneficial Owner; and
 - (ii) upon receipt of completed and executed Beneficial Owner Ballots returned to you by a Beneficial Owner (or intermediary nominee), you must:
 - a. compile and validate the votes and other relevant information of each such Beneficial Owner on the Master Ballot using the customer account number or other identification number assigned by you or an intermediary nominee to each such Beneficial Owner;
 - b. execute the Master Ballot;
 - c. transmit such Master Ballot to KCC by the Voting Deadline; and
 - d. retain such Beneficial Owner Ballots in your files for a period of one year after the Effective Date of the Plan (as you may be ordered to produce the Beneficial Owner Ballots to the Debtors or the Court).
7. If a Master Ballot is received after the Voting Deadline and if the Voting Deadline is not extended, it will not be counted. Additionally, the following Master Ballots (and therefore Beneficial Owner Ballots) will NOT be counted:

- (i) Master Ballots sent to any of the Debtors, the Debtors' agents (other than KCC) or the Debtors' financial or legal advisors;
 - (ii) Master Ballots sent by facsimile, e-mail or any other electronic means;
 - (iii) any Master Ballot that is illegible or contains insufficient information to permit the identification of the Beneficial Owner of the Claim;
 - (iv) any Master Ballot cast by an entity that does not hold a Claim in a Class that is entitled to vote on the Plan;
 - (v) any unsigned Master Ballot;
 - (vi) any Master Ballot not marked to accept or reject the Plan or the portion of any Master Ballot that is marked, with respect to a single account number, both to accept and reject the Plan; and/or
 - (vii) any Master Ballot submitted by any entity not entitled to vote pursuant to the Disclosure Statement Order.
8. Any Ballot returned to you by a Beneficial Owner of a Claim or intermediary nominee shall not be counted for purposes of accepting or rejecting the Plan until you properly complete and deliver to KCC a Master Ballot that reflects the vote of such Beneficial Owners or intermediary nominees by the Voting Deadline or otherwise validate the Beneficial Owner Ballot in a manner acceptable to KCC.
9. The method of delivery of Master Ballots to KCC is at the election and risk of each Nominee. Except as otherwise provided herein, such delivery will be deemed made only when KCC **actually receives** the originally executed Master Ballot. Instead of effecting delivery by first-class mail, it is recommended, though not required, that Nominees use an overnight or hand delivery service. Facsimile or other electronic transmissions of this Master Ballot will not be accepted. In all cases, Nominees should allow sufficient time to assure timely delivery.
10. If multiple Master Ballots are received from the same Nominee with respect to the same Beneficial Owner Ballot belonging to a Beneficial Owner of a Claim prior to the Voting Deadline, the last Master Ballot timely received will supersede and revoke any earlier received Master Ballots.
11. The Master Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan and make certifications with respect to the Beneficial Owner Ballots. Accordingly, at this time, holders of Claims should not surrender certificates or instruments representing their Claims and you should not accept delivery of any such certificates or instruments surrendered together with a Beneficial Owner Ballot.
12. This Master Ballot does not constitute, and shall not be deemed to be, (a) a Proof of Claim or (b) an assertion or admission of a Claim.
13. **Please be sure to properly execute your Master Ballot.** You must: (a) sign and date your Master Ballot; (b) if applicable, indicate that you are signing a Master Ballot in your capacity as a trustee, executor, administrator, guardian, attorney in fact, officer of a corporation or otherwise acting in a fiduciary or representative capacity and, if required or requested by KCC, the Plan Proponents or the Court, submit proper evidence to the requesting party to so act on behalf of such Beneficial Owner; and (c) provide your name and mailing address if it is different from that set forth on the attached mailing label or if no such mailing label is attached to the Master Ballot.
14. No fees or commissions or other remuneration will be payable to any Nominee for soliciting Beneficial Owner Ballots accepting the Plan. The Debtors will however, upon written request, reimburse you for reasonable and customary mailing and handling expenses incurred by you in forwarding the Beneficial Owner Ballots and other enclosed materials to your customers.

PLEASE MAIL YOUR BALLOT PROMPTLY. FACSIMILE OR OTHER ELECTRONIC (INCLUDING E-MAIL) TRANSMISSION OF THIS MASTER BALLOT WILL NOT BE ACCEPTED.

IF YOU HAVE ANY QUESTIONS REGARDING THIS MASTER BALLOT OR THE VOTING PROCEDURES, PLEASE CONTACT KCC BY: (A) WRITING TO RESIDENTIAL CAPITAL, LLC, C/O KURTZMAN CARSON CONSULTANTS LLC, 2335 ALASKA AVENUE, EL SEGUNDO, CALIFORNIA 90245; OR (B) TELEPHONE AT +1 917 281-4800. PLEASE NOTE THAT KCC IS NOT AUTHORIZED TO, AND WILL NOT, PROVIDE LEGAL ADVICE.

**If KCC does not actually receive this Master Ballot on or before
the Voting Deadline, and if the Voting Deadline is not extended, the Beneficial
Owners' votes transmitted hereby will not be counted.**

ITEM 1. **Claim Amount for Voting Purposes.** The undersigned certifies that as of August 16, 2013 (the "**Voting Record Date**"), the undersigned (please check the applicable box):

- ☐ is a Nominee for the Beneficial Owners of the aggregate amount of Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims) listed in Item 2 below and is the registered holder of the Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims) represented by any such Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims);
- ☐ is acting under a power of attorney and/or agency agreement (a copy of which will be provided upon request) granted by a Nominee that is the registered holder of the aggregate amount of Class R-4 Senior Unsecured Note Claims listed in Item 2 below; or
- ☐ has been granted a proxy (an original of which is annexed hereto) from (a) a Nominee or (b) a Beneficial Owner, that is the registered holder of the aggregate amount of the Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims) listed in Item 2 below and, accordingly, has full power and authority to vote to accept or reject the Plan on behalf of the Beneficial Owners of the Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims) described in Item 2 below.

ITEM 2. **Vote With Respect to Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims).**

Number of Beneficial Owners: The undersigned transmits the following votes of Beneficial Owners in respect of their Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims). The undersigned certifies that the following Beneficial Owners of such Claims, as identified by their respective customer account numbers set forth below, are Beneficial Owners of the Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims) and as of the Voting Record Date have delivered to the undersigned, as Nominee, Beneficial Owner Ballots casting such votes.

To Properly Complete the Following Table: Indicate in the appropriate column below the aggregate principal amount voted for each account (please use additional sheets of paper if necessary and, if possible, attach such information to this Master Ballot in the form of the following table). **Please note:** (1) each account of a Beneficial Owner must vote all such Beneficial Owner's Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims) to accept or reject the Plan and may not split such vote; and (2) any Beneficial Owner Ballot executed by the Beneficial Owner that does not indicate an acceptance or rejection of the Plan or that indicates both an acceptance and a rejection should not be counted as either an acceptance or a rejection of the Plan.

VOTE ON CHAPTER 11 PLAN		
Your Customer Account Number for Each Beneficial Holder of Voting Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims)	ACCEPT THE PLAN	REJECT THE PLAN
1.	€	€
2.	€	€
3.	€	€
4.	€	€
5.	€	€
6.	€	€
7.	€	€
8.	€	€
9.	€	€
10.	€	€
TOTALS:	€	€

THE RELEASE IN ARTICLE IX.D OF THE PLAN PROVIDES:

ON AND AS OF THE EFFECTIVE DATE OF THE PLAN, THE HOLDERS OF CLAIMS AND EQUITY INTERESTS, SHALL BE DEEMED TO PROVIDE A FULL AND COMPLETE DISCHARGE AND RELEASE TO THE ALLY RELEASED PARTIES AND THEIR RESPECTIVE PROPERTY FROM ANY AND ALL CAUSES OF ACTION WHATSOEVER, WHETHER KNOWN OR UNKNOWN, ASSERTED OR UNASSERTED, DERIVATIVE OR DIRECT, FORESEEN OR UNFORESEEN, EXISTING OR HEREINAFTER ARISING, IN LAW, EQUITY, OR OTHERWISE, WHETHER FOR TORT, FRAUD, CONTRACT, VIOLATIONS OF FEDERAL OR STATE SECURITIES LAWS, VEIL PIERCING OR ALTER-EGO THEORIES OF LIABILITY, CONTRIBUTION, INDEMNIFICATION, JOINT LIABILITY, OR OTHERWISE, ARISING FROM OR RELATED IN ANY WAY TO THE DEBTORS, INCLUDING THOSE IN ANY WAY RELATED TO RMBS ISSUED AND/OR SOLD BY THE DEBTORS OR THEIR AFFILIATES AND/OR THE CHAPTER 11 CASES OR THE PLAN, AND ANY OBLIGATIONS UNDER THE DOJ/AG SETTLEMENT, THE CONSENT ORDER, AND THE ORDER OF ASSESSMENT.

ENTRY OF THE CONFIRMATION ORDER SHALL CONSTITUTE THE BANKRUPTCY COURT'S APPROVAL, UNDER SECTION 1123 OF THE BANKRUPTCY CODE AND BANKRUPTCY RULE 9019, OF THE THIRD PARTY RELEASE, AND FURTHER, SHALL CONSTITUTE THE BANKRUPTCY COURT'S FINDING THAT THIS THIRD PARTY RELEASE IS: (1) IN EXCHANGE FOR THE GOOD, VALUABLE AND SUBSTANTIAL CONSIDERATION PROVIDED BY THE ALLY RELEASED PARTIES; (2) IN THE BEST INTERESTS OF THE DEBTORS, THE ESTATES, THE LIQUIDATING TRUST AND ALL HOLDERS OF CLAIMS AND EQUITY INTERESTS; (3) FAIR, EQUITABLE AND REASONABLE; (4) GIVEN AND MADE AFTER DUE NOTICE AND OPPORTUNITY FOR A HEARING; (5) JUSTIFIED BY TRULY

UNUSUAL CIRCUMSTANCES; (6) AN ESSENTIAL COMPONENT AND CRITICAL TO THE SUCCESS OF THE PLAN; (7) RESULTED IN DISTRIBUTIONS TO THE CREDITORS THAT WOULD OTHERWISE HAVE BEEN UNAVAILABLE; (8) THE RESULT OF AN IDENTITY OF INTEREST BETWEEN THE DEBTORS AND THE ALLY RELEASED PARTIES REGARDING THE PLAN; AND (9) A BAR TO ANY PARTY ASSERTING A CLAIM OR CAUSE OF ACTION RELEASED PURSUANT TO THIS THIRD PARTY RELEASE AGAINST ANY OF THE ALLY RELEASED PARTIES.

THE EXCULPATION IN ARTICLE IX.G OF THE PLAN PROVIDES:

THE EXCULPATED PARTIES SHALL NEITHER HAVE, NOR INCUR, ANY LIABILITY TO ANY ENTITY FOR ANY PRE-PETITION OR POST-PETITION ACT OR OMISSION TAKEN IN CONNECTION WITH, OR RELATED TO, FORMULATING, NEGOTIATING, PREPARING, DISSEMINATING, SOLICITING, IMPLEMENTING, ADMINISTERING, CONFIRMING, OR EFFECTING THE CONSUMMATION OF ANY PREPETITION PLAN SUPPORT AGREEMENTS, THE PLAN SUPPORT AGREEMENT, THE PLAN, THE DISCLOSURE STATEMENT, THE FGIC SETTLEMENT AGREEMENT, THE KESSLER SETTLEMENT AGREEMENT, THE RMBS SETTLEMENT, OR ANY CONTRACT, INSTRUMENT, RELEASE, OR OTHER AGREEMENT OR DOCUMENT CREATED OR ENTERED INTO IN CONNECTION WITH THE PLAN, PROVIDED, THAT THE FOREGOING PROVISIONS OF THIS EXCULPATION SHALL HAVE NO EFFECT ON THE LIABILITY OF ANY ENTITY THAT RESULTS FROM ANY SUCH ACT THAT IS DETERMINED IN A FINAL, NON-APPEALABLE ORDER TO HAVE CONSTITUTED GROSS NEGLIGENCE OR WILLFUL MISCONDUCT; PROVIDED, FURTHER, THAT THE EXCULPATED PARTIES SHALL BE ENTITLED TO RELY UPON THE ADVICE OF COUNSEL AND FINANCIAL ADVISORS CONCERNING HIS, HER, OR ITS DUTIES PURSUANT TO, OR IN CONNECTION WITH, ANY PREPETITION PLAN SUPPORT AGREEMENT, THE PLAN SUPPORT AGREEMENT, THE PLAN, THE DISCLOSURE STATEMENT, THE FGIC SETTLEMENT AGREEMENT, AND THE RMBS SETTLEMENT.

THE INJUNCTION IN ARTICLE IX.H OF THE PLAN PROVIDES:

EXCEPT AS OTHERWISE PROVIDED IN THE CONFIRMATION ORDER OR HEREIN AND IN ACCORDANCE WITH ARTICLE IX.E HEREOF, ALL ENTITIES, INCLUDING INVESTORS, WHO HAVE HELD, HOLD OR MAY HOLD CLAIMS, EQUITY INTERESTS, CAUSES OF ACTION OR LIABILITIES THAT CONSTITUTE RELEASED CLAIMS, ARE PERMANENTLY ENJOINED AND PRECLUDED, FROM AND AFTER THE EFFECTIVE DATE OF THE PLAN, FROM: (A) COMMENCING OR CONTINUING IN ANY MANNER OR ACTION OR OTHER PROCEEDING OF ANY KIND AGAINST ANY RELEASED PARTY WHETHER DIRECTLY, DERIVATIVELY OR OTHERWISE, ON ACCOUNT OF OR IN CONNECTION WITH OR WITH RESPECT TO ANY RELEASED CLAIMS; (B) ENFORCING, ATTACHING, COLLECTING OR RECOVERING BY ANY MANNER OR MEANS ANY JUDGMENT, AWARD, DECREE OR ORDER AGAINST ANY RELEASED PARTY ON ACCOUNT OF OR IN CONNECTION WITH OR WITH RESPECT TO ANY RELEASED CLAIMS; (C) CREATING, PERFECTING OR ENFORCING ANY LIEN (OTHER THAN ANY CHARGING LIEN OF A TRUSTEE UNDER ITS RESPECTIVE INDENTURE), CLAIM OR ENCUMBRANCE OF ANY KIND AGAINST ANY RELEASED PARTY ON ACCOUNT OF OR IN CONNECTION WITH OR WITH RESPECT TO ANY RELEASED CLAIMS; (D) ASSERTING ANY RIGHT TO SETOFF, SUBROGATION OR RECOUPMENT OF ANY KIND AGAINST ANY OBLIGATION DUE FROM ANY RELEASED PARTY ON ACCOUNT OF OR IN CONNECTION WITH OR WITH RESPECT TO ANY RELEASED CLAIMS UNLESS SUCH HOLDER HAS FILED A MOTION REQUESTING THE RIGHT TO PERFORM SUCH SETOFF ON OR BEFORE THE CONFIRMATION DATE, AND NOTWITHSTANDING ANY INDICATION IN A PROOF OF CLAIM OR EQUITY INTEREST OR OTHERWISE THAT SUCH HOLDER ASSERTS, HAS OR INTENDS TO PRESERVE ANY RIGHT OF SETOFF PURSUANT TO SECTION 553 OF THE BANKRUPTCY CODE OR OTHERWISE; (E) COMMENCING OR CONTINUING IN ANY MANNER OR ACTION OR OTHER PROCEEDING OF ANY KIND AGAINST ANY RELEASED PARTY ON ACCOUNT OF OR IN CONNECTION WITH OR WITH RESPECT TO ANY RELEASED CLAIMS; AND (F) SEEKING RELIEF OR COLLECTING JUDGMENTS ON AN INVESTOR-RELATED SECURITIES CLAIM IN A MANNER THAT FAILS TO CONFORM WITH THE TERMS OF THE JUDGMENT

REDUCTION PROVISION SET FORTH IN THE PLAN AND THE CONFIRMATION ORDER; PROVIDED, THAT NOTHING CONTAINED HEREIN SHALL BE CONSTRUED TO PREVENT ANY ENTITY FROM OBJECTING TO CLAIMS OR DEFENDING AGAINST CLAIMS OBJECTIONS OR COLLECTION ACTIONS WHETHER BY ASSERTING A RIGHT OF SETOFF OR OTHERWISE TO THE EXTENT PERMITTED BY LAW. SUCH INJUNCTION SHALL EXTEND TO THE SUCCESSORS OF THE LIQUIDATING TRUST, IF ANY, AND TO THEIR RESPECTIVE PROPERTIES AND INTERESTS IN PROPERTY. ANY PERSON INJURED BY ANY WILLFUL VIOLATION OF THIS INJUNCTION SHALL BE ENTITLED TO RECOVER ACTUAL DAMAGES, INCLUDING COSTS AND ATTORNEYS' FEES AND, IN APPROPRIATE CIRCUMSTANCES, MAY RECOVER PUNITIVE DAMAGES FROM THE WILLFUL VIOLATOR.

ITEM 3. Certification as to Transcription of Information from Item 3 of the Beneficial Owner Ballots as to Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims) Voted Through Other Beneficial Owner Ballots.

The undersigned certifies that the undersigned has transcribed in the following table the information, if any, provided by Beneficial Owners in Item 3 of each of the Beneficial Owner's original Beneficial Owner Ballots, identifying any Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims) for which such Beneficial Owners have submitted other Beneficial Owner Ballots (*e.g.*, to other voting nominees) other than to the undersigned:

Your Customer Account Number for Each Beneficial Holder Who Completed Item 3 of the Ballots	TRANSCRIBE FROM ITEM 3 OF THE BALLOTS:			
	Account Number	Name of Holder	ISIN or Description of Other Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims) Voted	Principal Amount of Other Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims) Voted
1.				
2.				
3.				
4.				
5.				
6.				
7.				
8.				
9.				
10.				

ITEM 4. **Certification.**

By signing this Master Ballot, the undersigned certifies that:

1. it has received a copy of the Disclosure Statement, the Beneficial Owner Ballots and the Solicitation Package and has delivered the same to the Beneficial Owners listed on the Beneficial Owner Ballots or to any intermediary nominee, as applicable;
2. it has received a completed and signed Beneficial Owner Ballot from each Beneficial Owner listed in Item 2 of this Master Ballot or from an intermediary nominee, as applicable;
3. it is the registered holder of the Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims) being voted, or an agent therefor;
4. it has been authorized by each such Beneficial Owner or intermediary nominee, as applicable, to vote on the Plan and to make applicable elections;
5. it has properly disclosed:
 - (i) the number of Beneficial Owners who completed Beneficial Owner Ballots;
 - (ii) the respective amounts of the Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims) by each Beneficial Owner who completed a Beneficial Owner Ballot;
 - (iii) each such Beneficial Owner's respective vote concerning the Plan;
 - (iv) each such Beneficial Owner's certification as to other Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims) voted; and
 - (v) the customer account or other identification number for each such Beneficial Owner;
6. each such Beneficial Owner has certified to the undersigned or to an intermediary nominee, as applicable, that it is eligible to vote on the Plan; and
7. it will maintain Beneficial Owner Ballots and evidence of separate transactions returned by Beneficial Owners or by intermediary nominees (whether properly completed or defective) for at least one year after the Voting Deadline and disclose all such information to the Court or the Debtors, as the case may be, if so ordered.

Name of Nominee:	_____
	(Print or Type)
Participant Number:	_____
<input type="checkbox"/> Name of Proxy Holder or Nominee:	_____
	(Print or Type)
Signature:	_____
Name of Signatory:	_____
	(If other than Nominee)
Title:	_____
Address:	_____

Date Completed:	_____

The Debtors will pay each Nominee's requested reasonable, documented costs and expenses associated with the distribution of copies of the Beneficial Owner Ballot and Solicitation Packages to the Beneficial Owners of the Senior Unsecured Notes Claims and tabulation of the Beneficial Owner Ballots. This Master Ballot is not a letter of transmittal and may not be used for any purpose other than to cast votes to accept or reject the Plan. Holders should not surrender, at this time, certificates representing their securities. KCC will not accept delivery of any such certificates surrendered together with a Master Ballot. Moreover, this Master Ballot shall not constitute or be deemed to be a proof of claim or equity interest or an assertion of a claim or equity interest.

**PLEASE COMPLETE, SIGN, AND DATE THIS
MASTER BALLOT AND RETURN IT PROMPTLY VIA FIRST CLASS MAIL,
OVERNIGHT COURIER SERVICE, OR HAND DELIVERY TO:**

**ResCap Balloting Center, c/o KCC,
599 Lexington Avenue, 39th Floor
New York, NY 10022**

IF KCC DOES NOT ACTUALLY RECEIVE THIS MASTER BALLOT BY THE VOTING DEADLINE (AND IF THE VOTING DEADLINE IS NOT EXTENDED), THE VOTES CAST HEREBY WILL NOT BE COUNTED.

Exhibit BB

NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS CONTAINED IN THE MATERIALS MAILED WITH THIS BALLOT OR OTHER MATERIALS AUTHORIZED BY THE BANKRUPTCY COURT.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)
) Case No. 12-12020 (MG)
)
RESIDENTIAL CAPITAL, LLC, et al.,) Chapter 11
)
Debtors.) Jointly Administered

**MASTER BALLOT FOR ACCEPTING OR REJECTING
THE JOINT CHAPTER 11 PLAN PROPOSED BY RESIDENTIAL
CAPITAL, LLC, ET AL. AND THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS**

CLASS R-4 — RESCAP UNSECURED CLAIMS (SENIOR UNSECURED NOTES CLAIMS)

**PLEASE READ AND FOLLOW THE ENCLOSED VOTING INSTRUCTIONS
FOR COMPLETING THIS BALLOT CAREFULLY BEFORE
COMPLETING THIS BALLOT.**

On August 23, 2013, the United States Bankruptcy Court for the Southern District of New York (the “**Court**”) signed an order (the “**Disclosure Statement Order**”) which approved the Disclosure Statement dated August 23, 2013 (as the same may be amended, modified, and/or supplemented, including all exhibits thereto, the “**Disclosure Statement**”) with respect to the *Joint Chapter 11 Plan Proposed By Residential Capital, LLC, et al. and the Official Committee of Unsecured Creditors* (as the same may be amended, modified, and/or supplemented, including all exhibits or supplements thereto, including the Plan Supplement, the “**Plan**”) and which establishes certain procedures for the solicitation and tabulation of votes to accept or reject the Plan. The Plan was filed by the above-captioned debtors and debtors-in-possession (the “**Debtors**”) and the Official Committee of Unsecured Creditors (the “**Committee**,” and together with the Debtors, the “**Plan Proponents**”) on August 23, 2013. The Plan is Exhibit 1 to the Disclosure Statement, which is part of the package that accompanies this Ballot (the “**Solicitation Package**”). The Court’s approval of the Disclosure Statement does not indicate approval of the Plan by the Court.

The Plan Proponents have sent this Master Ballot to you because our records indicate that you are a broker, dealer, commercial bank, trust company, or other agent nominee (each, a “**Nominee**”) of a Beneficial Owner of Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims) under the Plan as of August 16, 2013 (the “**Voting Record Date**”).¹

As a Nominee, you are required to immediately deliver a Solicitation Package, including a Beneficial Owner Ballot, to each Beneficial Owner for whom you hold Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims) and take any action required to enable such Beneficial Owner to timely vote its Claim to accept or reject the Plan. You should include in each Solicitation Package a return envelope addressed to you (and not include a return

¹ A “**Beneficial Owner**” means a beneficial owner of publicly-traded securities whose Claims have not been satisfied prior to the Voting Record Date (as defined below) pursuant to Bankruptcy Court order or otherwise, as reflected in the records maintained by the Nominees (or its own records if it holds such securities on its own behalf) holding Claims through Wilmington Trust, as indenture trustee under the Senior Unsecured Notes Indenture, together with its respective successors and assigns.

envelope addressed to KCC), unless you choose to pre-validate such Beneficial Owner Ballot, in which case the Solicitation Package should include a return envelope addressed only to KCC. With respect to any Beneficial Owner Ballots returned to you, you must (1) execute this Master Ballot so as to reflect the voting instructions given to you in the Beneficial Owner Ballots by the Beneficial Owners for whom you hold Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims) and (2) forward this Master Ballot to KCC in accordance with the Master Ballot Instructions accompanying this Master Ballot.

If you are both the record holder and a Beneficial Owner of any Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims) and you wish to vote the Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims) for which you are a Beneficial Owner, you may complete a Beneficial Owner Ballot or this Master Ballot with respect to such Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims).

Your rights are described in the Disclosure Statement, which was included in the Solicitation Package you are receiving with this Ballot (as well as the Plan, Disclosure Statement Order and certain other materials). If you received Solicitation Package materials in CD-ROM format and desire paper copies, or if you need to obtain additional solicitation materials, you may contact Kurtzman Carson Consultants LLC (“**KCC**”) (a) at the ResCap restructuring website at www.kccllc.net/rescap, (b) upon request by mail to ResCap Balloting Center, c/o, KCC, 2335 Alaska Ave., El Segundo, California, 90245, (c) upon request by calling the ResCap Restructuring hotline at (888) 251-2914, or (d) for a fee via PACER at www.nysb.uscourts.gov (a PACER login and password are required to access documents on the Court’s website and can be obtained through the PACER Service Center at www.pacer.psc.uscourts.gov). Copies of the Plan and Disclosure Statement may also be examined by interested parties between the hours of 9:00 a.m. and 4:30 p.m. (Eastern Time) at the office of the Clerk of the Bankruptcy Court, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 511, New York, New York 10004.

**ARTICLE IX OF THE PLAN CONTAINS RELEASE, EXCULPATION, AND
INJUNCTION PROVISIONS, AND ARTICLE IX.D CONTAINS A THIRD PARTY RELEASE.**

**IF YOU: (1) VOTE TO ACCEPT THE PLAN, OR (2) FAIL TO TIMELY AND/OR PROPERLY
SUBMIT A BALLOT, YOU WILL BE DEEMED TO HAVE CONSENTED TO THE THIRD
PARTY RELEASE CONTAINED IN ARTICLE IX.D OF THE PLAN, THE EXCULPATION
PROVISION CONTAINED IN ARTICLE IX.G OF THE PLAN, AND THE INJUNCTION PROVISION
CONTAINED IN ARTICLE IX.H OF THE PLAN, EACH COPIED BELOW.**

**REGARDLESS AS TO HOW OR WHETHER YOU VOTED ON THE PLAN, IF THE PLAN IS
CONFIRMED, THE RELEASE, EXCULPATION AND INJUNCTION PROVISIONS
CONTAINED IN ARTICLE IX OF THE PLAN WILL BE BINDING UPON YOU. THUS,
YOU ARE ADVISED TO REVIEW AND CONSIDER THE PLAN CAREFULLY BECAUSE
YOUR RIGHTS MIGHT BE AFFECTED THEREUNDER.**

VOTING INSTRUCTIONS

1. All capitalized terms used in the Master Ballot or these instructions but not otherwise defined therein shall have the meanings ascribed to them in the Plan or the Disclosure Statement Order, as applicable. In the event of a conflict between the Plan, the Master Ballot and the Disclosure Statement, the terms of the Plan shall control.
2. You should immediately distribute Solicitation Package(s), including Beneficial Owners Ballots, to each Beneficial Owner (or intermediary nominees, if applicable) of Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims), and take any action required to enable each such Beneficial Owner to timely vote their Claims.
3. If you are both the record holder and the Beneficial Owner of any principal amount of the Class R-4 Senior Unsecured Notes Claims and you wish to vote any Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims) on account thereof, you may complete and execute either an individual Beneficial Owner Ballot or a Master Ballot and return the same to KCC in accordance with these instructions.

4. If you are transmitting the votes of any Beneficial Owners other than yourself, you may, at your option, elect to pre-validate the Beneficial Owner Ballots sent to you by KCC. Based on your decision as to whether or not to pre-validate Beneficial Owners Ballots, the instructions in either paragraph (5) or paragraph (6) apply (but not both).
5. **PRE-VALIDATED BENEFICIAL OWNER BALLOTS:** A Nominee “pre-validates” a Beneficial Owner Ballot by indicating thereon the Beneficial Owner of the Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims) voted the amount of the Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims) held by the Beneficial Owner and the appropriate account numbers through which the Beneficial Owner’s holdings are derived. If you choose to pre-validate individual Beneficial Owner Ballots, you must immediately: (a) “pre-validate” the individual Beneficial Owner Ballot contained in the Solicitation Package sent to you by KCC, and (b) forward the Solicitation Package to the Beneficial Owner for voting, including:
- (i) the pre-validated Beneficial Owner Ballot;
 - (ii) a return envelope addressed to KCC as follows: ResCap Balloting Center, c/o KCC, 599 Lexington Avenue, 39th Floor, New York, NY 10022; and
 - (iii) clear instructions stating that Beneficial Owners must return their pre-validated Beneficial Owner Ballot directly to KCC so that it is actually received by KCC on or before **7:00 pm (Eastern Time) on October 21, 2013** (the “**Voting Deadline**”).
6. **NON PRE-VALIDATED BENEFICIAL OWNER BALLOTS:** If you do NOT choose to pre-validate individual Beneficial Owner Ballots, you must:
- (i) immediately forward the Solicitation Package(s) sent to you by KCC to each Beneficial Owner for voting, including: (a) the Beneficial Owner Ballot; (b) a return envelope addressed to the Nominee; and (c) clear instructions stating that Beneficial Owners must return their Beneficial Owner Ballot directly to the Nominee so that it is actually received by the Nominee on or before that date (“**Return Date**”) calculated by the Nominee so as to afford the Nominee with enough time to prepare the Master Ballot and return the Master Ballot to KCC so it is actually received by KCC on or before the Voting Deadline, which Return Date the Nominee must also insert in the blank on the first page of the Beneficial Owner Ballot before transmitting it to the Beneficial Owner; and
 - (ii) upon receipt of completed and executed Beneficial Owner Ballots returned to you by a Beneficial Owner (or intermediary nominee), you must:
 - a. compile and validate the votes and other relevant information of each such Beneficial Owner on the Master Ballot using the customer account number or other identification number assigned by you or an intermediary nominee to each such Beneficial Owner;
 - b. execute the Master Ballot;
 - c. transmit such Master Ballot to KCC by the Voting Deadline; and
 - d. retain such Beneficial Owner Ballots in your files for a period of one year after the Effective Date of the Plan (as you may be ordered to produce the Beneficial Owner Ballots to the Debtors or the Court).
7. If a Master Ballot is received after the Voting Deadline and if the Voting Deadline is not extended, it will not be counted. Additionally, the following Master Ballots (and therefore Beneficial Owner Ballots) will NOT be counted:

- (i) Master Ballots sent to any of the Debtors, the Debtors' agents (other than KCC) or the Debtors' financial or legal advisors;
 - (ii) Master Ballots sent by facsimile, e-mail or any other electronic means;
 - (iii) any Master Ballot that is illegible or contains insufficient information to permit the identification of the Beneficial Owner of the Claim;
 - (iv) any Master Ballot cast by an entity that does not hold a Claim in a Class that is entitled to vote on the Plan;
 - (v) any unsigned Master Ballot;
 - (vi) any Master Ballot not marked to accept or reject the Plan or the portion of any Master Ballot that is marked, with respect to a single account number, both to accept and reject the Plan; and/or
 - (vii) any Master Ballot submitted by any entity not entitled to vote pursuant to the Disclosure Statement Order.
8. Any Ballot returned to you by a Beneficial Owner of a Claim or intermediary nominee shall not be counted for purposes of accepting or rejecting the Plan until you properly complete and deliver to KCC a Master Ballot that reflects the vote of such Beneficial Owners or intermediary nominees by the Voting Deadline or otherwise validate the Beneficial Owner Ballot in a manner acceptable to KCC.
9. The method of delivery of Master Ballots to KCC is at the election and risk of each Nominee. Except as otherwise provided herein, such delivery will be deemed made only when KCC **actually receives** the originally executed Master Ballot. Instead of effecting delivery by first-class mail, it is recommended, though not required, that Nominees use an overnight or hand delivery service. Facsimile or other electronic transmissions of this Master Ballot will not be accepted. In all cases, Nominees should allow sufficient time to assure timely delivery.
10. If multiple Master Ballots are received from the same Nominee with respect to the same Beneficial Owner Ballot belonging to a Beneficial Owner of a Claim prior to the Voting Deadline, the last Master Ballot timely received will supersede and revoke any earlier received Master Ballots.
11. The Master Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan and make certifications with respect to the Beneficial Owner Ballots. Accordingly, at this time, holders of Claims should not surrender certificates or instruments representing their Claims and you should not accept delivery of any such certificates or instruments surrendered together with a Beneficial Owner Ballot.
12. This Master Ballot does not constitute, and shall not be deemed to be, (a) a Proof of Claim or (b) an assertion or admission of a Claim.
13. **Please be sure to properly execute your Master Ballot.** You must: (a) sign and date your Master Ballot; (b) if applicable, indicate that you are signing a Master Ballot in your capacity as a trustee, executor, administrator, guardian, attorney in fact, officer of a corporation or otherwise acting in a fiduciary or representative capacity and, if required or requested by KCC, the Plan Proponents or the Court, submit proper evidence to the requesting party to so act on behalf of such Beneficial Owner; and (c) provide your name and mailing address if it is different from that set forth on the attached mailing label or if no such mailing label is attached to the Master Ballot.
14. No fees or commissions or other remuneration will be payable to any Nominee for soliciting Beneficial Owner Ballots accepting the Plan. The Debtors will however, upon written request, reimburse you for reasonable and customary mailing and handling expenses incurred by you in forwarding the Beneficial Owner Ballots and other enclosed materials to your customers.

PLEASE MAIL YOUR BALLOT PROMPTLY. FACSIMILE OR OTHER ELECTRONIC (INCLUDING E-MAIL) TRANSMISSION OF THIS MASTER BALLOT WILL NOT BE ACCEPTED.

IF YOU HAVE ANY QUESTIONS REGARDING THIS MASTER BALLOT OR THE VOTING PROCEDURES, PLEASE CONTACT KCC BY: (A) WRITING TO RESIDENTIAL CAPITAL, LLC, C/O KURTZMAN CARSON CONSULTANTS LLC, 2335 ALASKA AVENUE, EL SEGUNDO, CALIFORNIA 90245; OR (B) TELEPHONE AT +1 917-281-4800. PLEASE NOTE THAT KCC IS NOT AUTHORIZED TO, AND WILL NOT, PROVIDE LEGAL ADVICE.

**If KCC does not actually receive this Master Ballot on or before
the Voting Deadline, and if the Voting Deadline is not extended, the Beneficial
Owners' votes transmitted hereby will not be counted.**

ITEM 1. **Claim Amount for Voting Purposes.** The undersigned certifies that as of August 16, 2013 (the "**Voting Record Date**"), the undersigned (please check the applicable box):

- ☐ is a Nominee for the Beneficial Owners of the aggregate amount of Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims) listed in Item 2 below and is the registered holder of the Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims) represented by any such Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims);
- ☐ is acting under a power of attorney and/or agency agreement (a copy of which will be provided upon request) granted by a Nominee that is the registered holder of the aggregate amount of Class R-4 Senior Unsecured Note Claims listed in Item 2 below; or
- ☐ has been granted a proxy (an original of which is annexed hereto) from (a) a Nominee or (b) a Beneficial Owner, that is the registered holder of the aggregate amount of the Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims) listed in Item 2 below and, accordingly, has full power and authority to vote to accept or reject the Plan on behalf of the Beneficial Owners of the Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims) described in Item 2 below.

ITEM 2. **Vote With Respect to Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims).**

Number of Beneficial Owners: The undersigned transmits the following votes of Beneficial Owners in respect of their Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims). The undersigned certifies that the following Beneficial Owners of such Claims, as identified by their respective customer account numbers set forth below, are Beneficial Owners of the Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims) and as of the Voting Record Date have delivered to the undersigned, as Nominee, Beneficial Owner Ballots casting such votes.

To Properly Complete the Following Table: Indicate in the appropriate column below the aggregate principal amount voted for each account (please use additional sheets of paper if necessary and, if possible, attach such information to this Master Ballot in the form of the following table). **Please note:** (1) each account of a Beneficial Owner must vote all such Beneficial Owner's Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims) to accept or reject the Plan and may not split such vote; and (2) any Beneficial Owner Ballot executed by the Beneficial Owner that does not indicate an acceptance or rejection of the Plan or that indicates both an acceptance and a rejection should not be counted as either an acceptance or a rejection of the Plan.

VOTE ON CHAPTER 11 PLAN		
Your Customer Account Number for Each Beneficial Holder of Voting Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims)	ACCEPT THE PLAN	REJECT THE PLAN
1.	£	£
2.	£	£
3.	£	£
4.	£	£
5.	£	£
6.	£	£
7.	£	£
8.	£	£
9.	£	£
10.	£	£
TOTALS:	£	£

THE RELEASE IN ARTICLE IX.D OF THE PLAN PROVIDES:

ON AND AS OF THE EFFECTIVE DATE OF THE PLAN, THE HOLDERS OF CLAIMS AND EQUITY INTERESTS, SHALL BE DEEMED TO PROVIDE A FULL AND COMPLETE DISCHARGE AND RELEASE TO THE ALLY RELEASED PARTIES AND THEIR RESPECTIVE PROPERTY FROM ANY AND ALL CAUSES OF ACTION WHATSOEVER, WHETHER KNOWN OR UNKNOWN, ASSERTED OR UNASSERTED, DERIVATIVE OR DIRECT, FORESEEN OR UNFORESEEN, EXISTING OR HEREINAFTER ARISING, IN LAW, EQUITY, OR OTHERWISE, WHETHER FOR TORT, FRAUD, CONTRACT, VIOLATIONS OF FEDERAL OR STATE SECURITIES LAWS, VEIL PIERCING OR ALTER-EGO THEORIES OF LIABILITY, CONTRIBUTION, INDEMNIFICATION, JOINT LIABILITY, OR OTHERWISE, ARISING FROM OR RELATED IN ANY WAY TO THE DEBTORS, INCLUDING THOSE IN ANY WAY RELATED TO RMBS ISSUED AND/OR SOLD BY THE DEBTORS OR THEIR AFFILIATES AND/OR THE CHAPTER 11 CASES OR THE PLAN, AND ANY OBLIGATIONS UNDER THE DOJ/AG SETTLEMENT, THE CONSENT ORDER, AND THE ORDER OF ASSESSMENT.

ENTRY OF THE CONFIRMATION ORDER SHALL CONSTITUTE THE BANKRUPTCY COURT'S APPROVAL, UNDER SECTION 1123 OF THE BANKRUPTCY CODE AND BANKRUPTCY RULE 9019, OF THE THIRD PARTY RELEASE, AND FURTHER, SHALL CONSTITUTE THE BANKRUPTCY COURT'S FINDING THAT THIS THIRD PARTY RELEASE IS: (1) IN EXCHANGE FOR THE GOOD, VALUABLE AND SUBSTANTIAL CONSIDERATION PROVIDED BY THE ALLY RELEASED PARTIES; (2) IN THE BEST INTERESTS OF THE DEBTORS, THE ESTATES, THE LIQUIDATING TRUST AND ALL HOLDERS OF CLAIMS AND EQUITY INTERESTS; (3) FAIR, EQUITABLE AND REASONABLE; (4) GIVEN AND MADE AFTER DUE NOTICE AND OPPORTUNITY FOR A HEARING; (5) JUSTIFIED BY TRULY

UNUSUAL CIRCUMSTANCES; (6) AN ESSENTIAL COMPONENT AND CRITICAL TO THE SUCCESS OF THE PLAN; (7) RESULTED IN DISTRIBUTIONS TO THE CREDITORS THAT WOULD OTHERWISE HAVE BEEN UNAVAILABLE; (8) THE RESULT OF AN IDENTITY OF INTEREST BETWEEN THE DEBTORS AND THE ALLY RELEASED PARTIES REGARDING THE PLAN; AND (9) A BAR TO ANY PARTY ASSERTING A CLAIM OR CAUSE OF ACTION RELEASED PURSUANT TO THIS THIRD PARTY RELEASE AGAINST ANY OF THE ALLY RELEASED PARTIES.

THE EXCULPATION IN ARTICLE IX.G OF THE PLAN PROVIDES:

THE EXCULPATED PARTIES SHALL NEITHER HAVE, NOR INCUR, ANY LIABILITY TO ANY ENTITY FOR ANY PRE-PETITION OR POST-PETITION ACT OR OMISSION TAKEN IN CONNECTION WITH, OR RELATED TO, FORMULATING, NEGOTIATING, PREPARING, DISSEMINATING, SOLICITING, IMPLEMENTING, ADMINISTERING, CONFIRMING, OR EFFECTING THE CONSUMMATION OF ANY PREPETITION PLAN SUPPORT AGREEMENTS, THE PLAN SUPPORT AGREEMENT, THE PLAN, THE DISCLOSURE STATEMENT, THE FGIC SETTLEMENT AGREEMENT, THE KESSLER SETTLEMENT AGREEMENT, THE RMBS SETTLEMENT, OR ANY CONTRACT, INSTRUMENT, RELEASE, OR OTHER AGREEMENT OR DOCUMENT CREATED OR ENTERED INTO IN CONNECTION WITH THE PLAN, PROVIDED, THAT THE FOREGOING PROVISIONS OF THIS EXCULPATION SHALL HAVE NO EFFECT ON THE LIABILITY OF ANY ENTITY THAT RESULTS FROM ANY SUCH ACT THAT IS DETERMINED IN A FINAL, NON-APPEALABLE ORDER TO HAVE CONSTITUTED GROSS NEGLIGENCE OR WILLFUL MISCONDUCT; PROVIDED, FURTHER, THAT THE EXCULPATED PARTIES SHALL BE ENTITLED TO RELY UPON THE ADVICE OF COUNSEL AND FINANCIAL ADVISORS CONCERNING HIS, HER, OR ITS DUTIES PURSUANT TO, OR IN CONNECTION WITH, ANY PREPETITION PLAN SUPPORT AGREEMENT, THE PLAN SUPPORT AGREEMENT, THE PLAN, THE DISCLOSURE STATEMENT, THE FGIC SETTLEMENT AGREEMENT, AND THE RMBS SETTLEMENT.

THE INJUNCTION IN ARTICLE IX.H OF THE PLAN PROVIDES:

EXCEPT AS OTHERWISE PROVIDED IN THE CONFIRMATION ORDER OR HEREIN AND IN ACCORDANCE WITH ARTICLE IX.E HEREOF, ALL ENTITIES, INCLUDING INVESTORS, WHO HAVE HELD, HOLD OR MAY HOLD CLAIMS, EQUITY INTERESTS, CAUSES OF ACTION OR LIABILITIES THAT CONSTITUTE RELEASED CLAIMS, ARE PERMANENTLY ENJOINED AND PRECLUDED, FROM AND AFTER THE EFFECTIVE DATE OF THE PLAN, FROM: (A) COMMENCING OR CONTINUING IN ANY MANNER OR ACTION OR OTHER PROCEEDING OF ANY KIND AGAINST ANY RELEASED PARTY WHETHER DIRECTLY, DERIVATIVELY OR OTHERWISE, ON ACCOUNT OF OR IN CONNECTION WITH OR WITH RESPECT TO ANY RELEASED CLAIMS; (B) ENFORCING, ATTACHING, COLLECTING OR RECOVERING BY ANY MANNER OR MEANS ANY JUDGMENT, AWARD, DECREE OR ORDER AGAINST ANY RELEASED PARTY ON ACCOUNT OF OR IN CONNECTION WITH OR WITH RESPECT TO ANY RELEASED CLAIMS; (C) CREATING, PERFECTING OR ENFORCING ANY LIEN (OTHER THAN ANY CHARGING LIEN OF A TRUSTEE UNDER ITS RESPECTIVE INDENTURE), CLAIM OR ENCUMBRANCE OF ANY KIND AGAINST ANY RELEASED PARTY ON ACCOUNT OF OR IN CONNECTION WITH OR WITH RESPECT TO ANY RELEASED CLAIMS; (D) ASSERTING ANY RIGHT TO SETOFF, SUBROGATION OR RECOUPMENT OF ANY KIND AGAINST ANY OBLIGATION DUE FROM ANY RELEASED PARTY ON ACCOUNT OF OR IN CONNECTION WITH OR WITH RESPECT TO ANY RELEASED CLAIMS UNLESS SUCH HOLDER HAS FILED A MOTION REQUESTING THE RIGHT TO PERFORM SUCH SETOFF ON OR BEFORE THE CONFIRMATION DATE, AND NOTWITHSTANDING ANY INDICATION IN A PROOF OF CLAIM OR EQUITY INTEREST OR OTHERWISE THAT SUCH HOLDER ASSERTS, HAS OR INTENDS TO PRESERVE ANY RIGHT OF SETOFF PURSUANT TO SECTION 553 OF THE BANKRUPTCY CODE OR OTHERWISE; (E) COMMENCING OR CONTINUING IN ANY MANNER OR ACTION OR OTHER PROCEEDING OF ANY KIND AGAINST ANY RELEASED PARTY ON ACCOUNT OF OR IN CONNECTION WITH OR WITH RESPECT TO ANY RELEASED CLAIMS; AND (F) SEEKING RELIEF OR COLLECTING JUDGMENTS ON AN INVESTOR-RELATED SECURITIES CLAIM IN A MANNER THAT FAILS TO CONFORM WITH THE TERMS OF THE JUDGMENT

REDUCTION PROVISION SET FORTH IN THE PLAN AND THE CONFIRMATION ORDER; PROVIDED, THAT NOTHING CONTAINED HEREIN SHALL BE CONSTRUED TO PREVENT ANY ENTITY FROM OBJECTING TO CLAIMS OR DEFENDING AGAINST CLAIMS OBJECTIONS OR COLLECTION ACTIONS WHETHER BY ASSERTING A RIGHT OF SETOFF OR OTHERWISE TO THE EXTENT PERMITTED BY LAW. SUCH INJUNCTION SHALL EXTEND TO THE SUCCESSORS OF THE LIQUIDATING TRUST, IF ANY, AND TO THEIR RESPECTIVE PROPERTIES AND INTERESTS IN PROPERTY. ANY PERSON INJURED BY ANY WILLFUL VIOLATION OF THIS INJUNCTION SHALL BE ENTITLED TO RECOVER ACTUAL DAMAGES, INCLUDING COSTS AND ATTORNEYS' FEES AND, IN APPROPRIATE CIRCUMSTANCES, MAY RECOVER PUNITIVE DAMAGES FROM THE WILLFUL VIOLATOR.

ITEM 3. Certification as to Transcription of Information from Item 3 of the Beneficial Owner Ballots as to Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims) Voted Through Other Beneficial Owner Ballots.

The undersigned certifies that the undersigned has transcribed in the following table the information, if any, provided by Beneficial Owners in Item 3 of each of the Beneficial Owner's original Beneficial Owner Ballots, identifying any Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims) for which such Beneficial Owners have submitted other Beneficial Owner Ballots (*e.g.*, to other voting nominees) other than to the undersigned:

Your Customer Account Number for Each Beneficial Holder Who Completed Item 3 of the Ballots	TRANSCRIBE FROM ITEM 3 OF THE BALLOTS:			
	Account Number	Name of Holder	ISIN or Description of Other Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims) Voted	Principal Amount of Other Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims) Voted
1.				
2.				
3.				
4.				
5.				
6.				
7.				
8.				
9.				
10.				

ITEM 4. **Certification.**

By signing this Master Ballot, the undersigned certifies that:

1. it has received a copy of the Disclosure Statement, the Beneficial Owner Ballots and the Solicitation Package and has delivered the same to the Beneficial Owners listed on the Beneficial Owner Ballots or to any intermediary nominee, as applicable;
2. it has received a completed and signed Beneficial Owner Ballot from each Beneficial Owner listed in Item 2 of this Master Ballot or from an intermediary nominee, as applicable;
3. it is the registered holder of the Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims) being voted, or an agent therefor;
4. it has been authorized by each such Beneficial Owner or intermediary nominee, as applicable, to vote on the Plan and to make applicable elections;
5. it has properly disclosed:
 - (i) the number of Beneficial Owners who completed Beneficial Owner Ballots;
 - (ii) the respective amounts of the Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims) by each Beneficial Owner who completed a Beneficial Owner Ballot;
 - (iii) each such Beneficial Owner's respective vote concerning the Plan;
 - (iv) each such Beneficial Owner's certification as to other Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims) voted; and
 - (v) the customer account or other identification number for each such Beneficial Owner;
6. each such Beneficial Owner has certified to the undersigned or to an intermediary nominee, as applicable, that it is eligible to vote on the Plan; and
7. it will maintain Beneficial Owner Ballots and evidence of separate transactions returned by Beneficial Owners or by intermediary nominees (whether properly completed or defective) for at least one year after the Voting Deadline and disclose all such information to the Court or the Debtors, as the case may be, if so ordered.

Name of Nominee:	_____
	(Print or Type)
Participant Number:	_____
<input type="checkbox"/> Name of Proxy Holder or Nominee:	_____
	(Print or Type)
Signature:	_____
Name of Signatory:	_____
	(If other than Nominee)
Title:	_____
Address:	_____

Date Completed:	_____

The Debtors will pay each Nominee's requested reasonable, documented costs and expenses associated with the distribution of copies of the Beneficial Owner Ballot and Solicitation Packages to the Beneficial Owners of the Senior Unsecured Notes Claims and tabulation of the Beneficial Owner Ballots. This Master Ballot is not a letter of transmittal and may not be used for any purpose other than to cast votes to accept or reject the Plan. Holders should not surrender, at this time, certificates representing their securities. KCC will not accept delivery of any such certificates surrendered together with a Master Ballot. Moreover, this Master Ballot shall not constitute or be deemed to be a proof of claim or equity interest or an assertion of a claim or equity interest.

**PLEASE COMPLETE, SIGN, AND DATE THIS
MASTER BALLOT AND RETURN IT PROMPTLY VIA FIRST CLASS MAIL,
OVERNIGHT COURIER SERVICE, OR HAND DELIVERY TO:**

**ResCap Balloting Center, c/o KCC,
599 Lexington Avenue, 39th Floor
New York, NY 10022**

IF KCC DOES NOT ACTUALLY RECEIVE THIS MASTER BALLOT BY THE VOTING DEADLINE (AND IF THE VOTING DEADLINE IS NOT EXTENDED), THE VOTES CAST HEREBY WILL NOT BE COUNTED.

Exhibit CC

NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS CONTAINED IN THE MATERIALS MAILED WITH THIS BALLOT OR OTHER MATERIALS AUTHORIZED BY THE BANKRUPTCY COURT.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)
) Case No. 12-12020 (MG)
)
RESIDENTIAL CAPITAL, LLC, et al.,) Chapter 11
)
Debtors.) Jointly Administered
)

**MASTER BALLOT FOR ACCEPTING OR REJECTING
THE JOINT CHAPTER 11 PLAN PROPOSED BY RESIDENTIAL
CAPITAL, LLC, ET AL. AND THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS**

CLASS R-4 — RESCAP UNSECURED CLAIMS (SENIOR UNSECURED NOTES CLAIMS)

**PLEASE READ AND FOLLOW THE ENCLOSED VOTING INSTRUCTIONS
FOR COMPLETING THIS BALLOT CAREFULLY BEFORE
COMPLETING THIS BALLOT.**

On August 23, 2013, the United States Bankruptcy Court for the Southern District of New York (the “**Court**”) signed an order (the “**Disclosure Statement Order**”) which approved the Disclosure Statement dated August 23, 2013 (as the same may be amended, modified, and/or supplemented, including all exhibits thereto, the “**Disclosure Statement**”) with respect to the *Joint Chapter 11 Plan Proposed By Residential Capital, LLC, et al. and the Official Committee of Unsecured Creditors* (as the same may be amended, modified, and/or supplemented, including all exhibits or supplements thereto, including the Plan Supplement, the “**Plan**”) and which establishes certain procedures for the solicitation and tabulation of votes to accept or reject the Plan. The Plan was filed by the above-captioned debtors and debtors-in-possession (the “**Debtors**”) and the Official Committee of Unsecured Creditors (the “**Committee**,” and together with the Debtors, the “**Plan Proponents**”) on August 23, 2013. The Plan is Exhibit 1 to the Disclosure Statement, which is part of the package that accompanies this Ballot (the “**Solicitation Package**”). The Court’s approval of the Disclosure Statement does not indicate approval of the Plan by the Court.

The Plan Proponents have sent this Master Ballot to you because our records indicate that you are a broker, dealer, commercial bank, trust company, or other agent nominee (each, a “**Nominee**”) of a Beneficial Owner of Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims) under the Plan as of August 16, 2013 (the “**Voting Record Date**”).¹

As a Nominee, you are required to immediately deliver a Solicitation Package, including a Beneficial Owner Ballot, to each Beneficial Owner for whom you hold Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims) and take any action required to enable such Beneficial Owner to timely vote its Claim to accept or reject the Plan. You should include in each Solicitation Package a return envelope addressed to you (and not include a return

¹ A “**Beneficial Owner**” means a beneficial owner of publicly-traded securities whose Claims have not been satisfied prior to the Voting Record Date (as defined below) pursuant to Bankruptcy Court order or otherwise, as reflected in the records maintained by the Nominees (or its own records if it holds such securities on its own behalf) holding Claims through Wilmington Trust, as indenture trustee under the Senior Unsecured Notes Indenture, together with its respective successors and assigns.

envelope addressed to KCC), unless you choose to pre-validate such Beneficial Owner Ballot, in which case the Solicitation Package should include a return envelope addressed only to KCC. With respect to any Beneficial Owner Ballots returned to you, you must (1) execute this Master Ballot so as to reflect the voting instructions given to you in the Beneficial Owner Ballots by the Beneficial Owners for whom you hold Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims) and (2) forward this Master Ballot to KCC in accordance with the Master Ballot Instructions accompanying this Master Ballot.

If you are both the record holder and a Beneficial Owner of any Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims) and you wish to vote the Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims) for which you are a Beneficial Owner, you may complete a Beneficial Owner Ballot or this Master Ballot with respect to such Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims).

Your rights are described in the Disclosure Statement, which was included in the Solicitation Package you are receiving with this Ballot (as well as the Plan, Disclosure Statement Order and certain other materials). If you received Solicitation Package materials in CD-ROM format and desire paper copies, or if you need to obtain additional solicitation materials, you may contact Kurtzman Carson Consultants LLC (“**KCC**”) (a) at the ResCap restructuring website at www.kccllc.net/rescap, (b) upon request by mail to ResCap Balloting Center, c/o, KCC, 2335 Alaska Ave., El Segundo, California, 90245, (c) upon request by calling the ResCap Restructuring hotline at (888) 251-2914, or (d) for a fee via PACER at www.nysb.uscourts.gov (a PACER login and password are required to access documents on the Court’s website and can be obtained through the PACER Service Center at www.pacer.psc.uscourts.gov). Copies of the Plan and Disclosure Statement may also be examined by interested parties between the hours of 9:00 a.m. and 4:30 p.m. (Eastern Time) at the office of the Clerk of the Bankruptcy Court, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 511, New York, New York 10004.

**ARTICLE IX OF THE PLAN CONTAINS RELEASE, EXCULPATION, AND
INJUNCTION PROVISIONS, AND ARTICLE IX.D CONTAINS A THIRD PARTY RELEASE.**

**IF YOU: (1) VOTE TO ACCEPT THE PLAN, OR (2) FAIL TO TIMELY AND/OR PROPERLY
SUBMIT A BALLOT, YOU WILL BE DEEMED TO HAVE CONSENTED TO THE THIRD
PARTY RELEASE CONTAINED IN ARTICLE IX.D OF THE PLAN, THE EXCULPATION
PROVISION CONTAINED IN ARTICLE IX.G OF THE PLAN, AND THE INJUNCTION PROVISION
CONTAINED IN ARTICLE IX.H OF THE PLAN, EACH COPIED BELOW.**

**REGARDLESS AS TO HOW OR WHETHER YOU VOTED ON THE PLAN, IF THE PLAN IS
CONFIRMED, THE RELEASE, EXCULPATION AND INJUNCTION PROVISIONS
CONTAINED IN ARTICLE IX OF THE PLAN WILL BE BINDING UPON YOU. THUS,
YOU ARE ADVISED TO REVIEW AND CONSIDER THE PLAN CAREFULLY BECAUSE
YOUR RIGHTS MIGHT BE AFFECTED THEREUNDER.**

VOTING INSTRUCTIONS

1. All capitalized terms used in the Master Ballot or these instructions but not otherwise defined therein shall have the meanings ascribed to them in the Plan or the Disclosure Statement Order, as applicable. In the event of a conflict between the Plan, the Master Ballot and the Disclosure Statement, the terms of the Plan shall control.
2. You should immediately distribute Solicitation Package(s), including Beneficial Owners Ballots, to each Beneficial Owner (or intermediary nominees, if applicable) of Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims), and take any action required to enable each such Beneficial Owner to timely vote their Claims.
3. If you are both the record holder and the Beneficial Owner of any principal amount of the Class R-4 Senior Unsecured Notes Claims and you wish to vote any Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims) on account thereof, you may complete and execute either an individual Beneficial Owner Ballot or a Master Ballot and return the same to KCC in accordance with these instructions.

4. If you are transmitting the votes of any Beneficial Owners other than yourself, you may, at your option, elect to pre-validate the Beneficial Owner Ballots sent to you by KCC. Based on your decision as to whether or not to pre-validate Beneficial Owners Ballots, the instructions in either paragraph (5) or paragraph (6) apply (but not both).
5. **PRE-VALIDATED BENEFICIAL OWNER BALLOTS:** A Nominee “pre-validates” a Beneficial Owner Ballot by indicating thereon the Beneficial Owner of the Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims) voted the amount of the Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims) held by the Beneficial Owner and the appropriate account numbers through which the Beneficial Owner’s holdings are derived. If you choose to pre-validate individual Beneficial Owner Ballots, you must immediately: (a) “pre-validate” the individual Beneficial Owner Ballot contained in the Solicitation Package sent to you by KCC, and (b) forward the Solicitation Package to the Beneficial Owner for voting, including:
- (i) the pre-validated Beneficial Owner Ballot;
 - (ii) a return envelope addressed to KCC as follows: ResCap Balloting Center, c/o KCC, 599 Lexington Avenue, 39th Floor, New York, NY 10022; and
 - (iii) clear instructions stating that Beneficial Owners must return their pre-validated Beneficial Owner Ballot directly to KCC so that it is actually received by KCC on or before **7:00 pm (Eastern Time) on October 21, 2013** (the “**Voting Deadline**”).
6. **NON PRE-VALIDATED BENEFICIAL OWNER BALLOTS:** If you do NOT choose to pre-validate individual Beneficial Owner Ballots, you must:
- (i) immediately forward the Solicitation Package(s) sent to you by KCC to each Beneficial Owner for voting, including: (a) the Beneficial Owner Ballot; (b) a return envelope addressed to the Nominee; and (c) clear instructions stating that Beneficial Owners must return their Beneficial Owner Ballot directly to the Nominee so that it is actually received by the Nominee on or before that date (“**Return Date**”) calculated by the Nominee so as to afford the Nominee with enough time to prepare the Master Ballot and return the Master Ballot to KCC so it is actually received by KCC on or before the Voting Deadline, which Return Date the Nominee must also insert in the blank on the first page of the Beneficial Owner Ballot before transmitting it to the Beneficial Owner; and
 - (ii) upon receipt of completed and executed Beneficial Owner Ballots returned to you by a Beneficial Owner (or intermediary nominee), you must:
 - a. compile and validate the votes and other relevant information of each such Beneficial Owner on the Master Ballot using the customer account number or other identification number assigned by you or an intermediary nominee to each such Beneficial Owner;
 - b. execute the Master Ballot;
 - c. transmit such Master Ballot to KCC by the Voting Deadline; and
 - d. retain such Beneficial Owner Ballots in your files for a period of one year after the Effective Date of the Plan (as you may be ordered to produce the Beneficial Owner Ballots to the Debtors or the Court).
7. If a Master Ballot is received after the Voting Deadline and if the Voting Deadline is not extended, it will not be counted. Additionally, the following Master Ballots (and therefore Beneficial Owner Ballots) will NOT be counted:

- (i) Master Ballots sent to any of the Debtors, the Debtors' agents (other than KCC) or the Debtors' financial or legal advisors;
 - (ii) Master Ballots sent by facsimile, e-mail or any other electronic means;
 - (iii) any Master Ballot that is illegible or contains insufficient information to permit the identification of the Beneficial Owner of the Claim;
 - (iv) any Master Ballot cast by an entity that does not hold a Claim in a Class that is entitled to vote on the Plan;
 - (v) any unsigned Master Ballot;
 - (vi) any Master Ballot not marked to accept or reject the Plan or the portion of any Master Ballot that is marked, with respect to a single account number, both to accept and reject the Plan; and/or
 - (vii) any Master Ballot submitted by any entity not entitled to vote pursuant to the Disclosure Statement Order.
8. Any Ballot returned to you by a Beneficial Owner of a Claim or intermediary nominee shall not be counted for purposes of accepting or rejecting the Plan until you properly complete and deliver to KCC a Master Ballot that reflects the vote of such Beneficial Owners or intermediary nominees by the Voting Deadline or otherwise validate the Beneficial Owner Ballot in a manner acceptable to KCC.
9. The method of delivery of Master Ballots to KCC is at the election and risk of each Nominee. Except as otherwise provided herein, such delivery will be deemed made only when KCC **actually receives** the originally executed Master Ballot. Instead of effecting delivery by first-class mail, it is recommended, though not required, that Nominees use an overnight or hand delivery service. Facsimile or other electronic transmissions of this Master Ballot will not be accepted. In all cases, Nominees should allow sufficient time to assure timely delivery.
10. If multiple Master Ballots are received from the same Nominee with respect to the same Beneficial Owner Ballot belonging to a Beneficial Owner of a Claim prior to the Voting Deadline, the last Master Ballot timely received will supersede and revoke any earlier received Master Ballots.
11. The Master Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan and make certifications with respect to the Beneficial Owner Ballots. Accordingly, at this time, holders of Claims should not surrender certificates or instruments representing their Claims and you should not accept delivery of any such certificates or instruments surrendered together with a Beneficial Owner Ballot.
12. This Master Ballot does not constitute, and shall not be deemed to be, (a) a Proof of Claim or (b) an assertion or admission of a Claim.
13. **Please be sure to properly execute your Master Ballot.** You must: (a) sign and date your Master Ballot; (b) if applicable, indicate that you are signing a Master Ballot in your capacity as a trustee, executor, administrator, guardian, attorney in fact, officer of a corporation or otherwise acting in a fiduciary or representative capacity and, if required or requested by KCC, the Plan Proponents or the Court, submit proper evidence to the requesting party to so act on behalf of such Beneficial Owner; and (c) provide your name and mailing address if it is different from that set forth on the attached mailing label or if no such mailing label is attached to the Master Ballot.
14. No fees or commissions or other remuneration will be payable to any Nominee for soliciting Beneficial Owner Ballots accepting the Plan. The Debtors will however, upon written request, reimburse you for reasonable and customary mailing and handling expenses incurred by you in forwarding the Beneficial Owner Ballots and other enclosed materials to your customers.

PLEASE MAIL YOUR BALLOT PROMPTLY. FACSIMILE OR OTHER ELECTRONIC (INCLUDING E-MAIL) TRANSMISSION OF THIS MASTER BALLOT WILL NOT BE ACCEPTED.

IF YOU HAVE ANY QUESTIONS REGARDING THIS MASTER BALLOT OR THE VOTING PROCEDURES, PLEASE CONTACT KCC BY: (A) WRITING TO RESIDENTIAL CAPITAL, LLC, C/O KURTZMAN CARSON CONSULTANTS LLC, 2335 ALASKA AVENUE, EL SEGUNDO, CALIFORNIA 90245; OR (B) TELEPHONE AT +1 917-281-4800. PLEASE NOTE THAT KCC IS NOT AUTHORIZED TO, AND WILL NOT, PROVIDE LEGAL ADVICE.

**If KCC does not actually receive this Master Ballot on or before
the Voting Deadline, and if the Voting Deadline is not extended, the Beneficial
Owners' votes transmitted hereby will not be counted.**

ITEM 1. **Claim Amount for Voting Purposes.** The undersigned certifies that as of August 16, 2013 (the "**Voting Record Date**"), the undersigned (please check the applicable box):

- ☐ is a Nominee for the Beneficial Owners of the aggregate amount of Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims) listed in Item 2 below and is the registered holder of the Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims) represented by any such Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims);
- ☐ is acting under a power of attorney and/or agency agreement (a copy of which will be provided upon request) granted by a Nominee that is the registered holder of the aggregate amount of Class R-4 Senior Unsecured Note Claims listed in Item 2 below; or
- ☐ has been granted a proxy (an original of which is annexed hereto) from (a) a Nominee or (b) a Beneficial Owner, that is the registered holder of the aggregate amount of the Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims) listed in Item 2 below and, accordingly, has full power and authority to vote to accept or reject the Plan on behalf of the Beneficial Owners of the Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims) described in Item 2 below.

ITEM 2. **Vote With Respect to Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims).**

Number of Beneficial Owners: The undersigned transmits the following votes of Beneficial Owners in respect of their Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims). The undersigned certifies that the following Beneficial Owners of such Claims, as identified by their respective customer account numbers set forth below, are Beneficial Owners of the Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims) and as of the Voting Record Date have delivered to the undersigned, as Nominee, Beneficial Owner Ballots casting such votes.

To Properly Complete the Following Table: Indicate in the appropriate column below the aggregate principal amount voted for each account (please use additional sheets of paper if necessary and, if possible, attach such information to this Master Ballot in the form of the following table). **Please note:** (1) each account of a Beneficial Owner must vote all such Beneficial Owner's Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims) to accept or reject the Plan and may not split such vote; and (2) any Beneficial Owner Ballot executed by the Beneficial Owner that does not indicate an acceptance or rejection of the Plan or that indicates both an acceptance and a rejection should not be counted as either an acceptance or a rejection of the Plan.

VOTE ON CHAPTER 11 PLAN		
Your Customer Account Number for Each Beneficial Holder of Voting Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims)	ACCEPT THE PLAN	REJECT THE PLAN
1.	£	£
2.	£	£
3.	£	£
4.	£	£
5.	£	£
6.	£	£
7.	£	£
8.	£	£
9.	£	£
10.	£	£
TOTALS:	£	£

THE RELEASE IN ARTICLE IX.D OF THE PLAN PROVIDES:

ON AND AS OF THE EFFECTIVE DATE OF THE PLAN, THE HOLDERS OF CLAIMS AND EQUITY INTERESTS, SHALL BE DEEMED TO PROVIDE A FULL AND COMPLETE DISCHARGE AND RELEASE TO THE ALLY RELEASED PARTIES AND THEIR RESPECTIVE PROPERTY FROM ANY AND ALL CAUSES OF ACTION WHATSOEVER, WHETHER KNOWN OR UNKNOWN, ASSERTED OR UNASSERTED, DERIVATIVE OR DIRECT, FORESEEN OR UNFORESEEN, EXISTING OR HEREINAFTER ARISING, IN LAW, EQUITY, OR OTHERWISE, WHETHER FOR TORT, FRAUD, CONTRACT, VIOLATIONS OF FEDERAL OR STATE SECURITIES LAWS, VEIL PIERCING OR ALTER-EGO THEORIES OF LIABILITY, CONTRIBUTION, INDEMNIFICATION, JOINT LIABILITY, OR OTHERWISE, ARISING FROM OR RELATED IN ANY WAY TO THE DEBTORS, INCLUDING THOSE IN ANY WAY RELATED TO RMBS ISSUED AND/OR SOLD BY THE DEBTORS OR THEIR AFFILIATES AND/OR THE CHAPTER 11 CASES OR THE PLAN, AND ANY OBLIGATIONS UNDER THE DOJ/AG SETTLEMENT, THE CONSENT ORDER, AND THE ORDER OF ASSESSMENT.

ENTRY OF THE CONFIRMATION ORDER SHALL CONSTITUTE THE BANKRUPTCY COURT'S APPROVAL, UNDER SECTION 1123 OF THE BANKRUPTCY CODE AND BANKRUPTCY RULE 9019, OF THE THIRD PARTY RELEASE, AND FURTHER, SHALL CONSTITUTE THE BANKRUPTCY COURT'S FINDING THAT THIS THIRD PARTY RELEASE IS: (1) IN EXCHANGE FOR THE GOOD, VALUABLE AND SUBSTANTIAL CONSIDERATION PROVIDED BY THE ALLY RELEASED PARTIES; (2) IN THE BEST INTERESTS OF THE DEBTORS, THE ESTATES, THE LIQUIDATING TRUST AND ALL HOLDERS OF CLAIMS AND EQUITY INTERESTS; (3) FAIR, EQUITABLE AND REASONABLE; (4) GIVEN AND MADE AFTER DUE NOTICE AND OPPORTUNITY FOR A HEARING; (5) JUSTIFIED BY TRULY

UNUSUAL CIRCUMSTANCES; (6) AN ESSENTIAL COMPONENT AND CRITICAL TO THE SUCCESS OF THE PLAN; (7) RESULTED IN DISTRIBUTIONS TO THE CREDITORS THAT WOULD OTHERWISE HAVE BEEN UNAVAILABLE; (8) THE RESULT OF AN IDENTITY OF INTEREST BETWEEN THE DEBTORS AND THE ALLY RELEASED PARTIES REGARDING THE PLAN; AND (9) A BAR TO ANY PARTY ASSERTING A CLAIM OR CAUSE OF ACTION RELEASED PURSUANT TO THIS THIRD PARTY RELEASE AGAINST ANY OF THE ALLY RELEASED PARTIES.

THE EXCULPATION IN ARTICLE IX.G OF THE PLAN PROVIDES:

THE EXCULPATED PARTIES SHALL NEITHER HAVE, NOR INCUR, ANY LIABILITY TO ANY ENTITY FOR ANY PRE-PETITION OR POST-PETITION ACT OR OMISSION TAKEN IN CONNECTION WITH, OR RELATED TO, FORMULATING, NEGOTIATING, PREPARING, DISSEMINATING, SOLICITING, IMPLEMENTING, ADMINISTERING, CONFIRMING, OR EFFECTING THE CONSUMMATION OF ANY PREPETITION PLAN SUPPORT AGREEMENTS, THE PLAN SUPPORT AGREEMENT, THE PLAN, THE DISCLOSURE STATEMENT, THE FGIC SETTLEMENT AGREEMENT, THE KESSLER SETTLEMENT AGREEMENT, THE RMBS SETTLEMENT, OR ANY CONTRACT, INSTRUMENT, RELEASE, OR OTHER AGREEMENT OR DOCUMENT CREATED OR ENTERED INTO IN CONNECTION WITH THE PLAN, PROVIDED, THAT THE FOREGOING PROVISIONS OF THIS EXCULPATION SHALL HAVE NO EFFECT ON THE LIABILITY OF ANY ENTITY THAT RESULTS FROM ANY SUCH ACT THAT IS DETERMINED IN A FINAL, NON-APPEALABLE ORDER TO HAVE CONSTITUTED GROSS NEGLIGENCE OR WILLFUL MISCONDUCT; PROVIDED, FURTHER, THAT THE EXCULPATED PARTIES SHALL BE ENTITLED TO RELY UPON THE ADVICE OF COUNSEL AND FINANCIAL ADVISORS CONCERNING HIS, HER, OR ITS DUTIES PURSUANT TO, OR IN CONNECTION WITH, ANY PREPETITION PLAN SUPPORT AGREEMENT, THE PLAN SUPPORT AGREEMENT, THE PLAN, THE DISCLOSURE STATEMENT, THE FGIC SETTLEMENT AGREEMENT, AND THE RMBS SETTLEMENT.

THE INJUNCTION IN ARTICLE IX.H OF THE PLAN PROVIDES:

EXCEPT AS OTHERWISE PROVIDED IN THE CONFIRMATION ORDER OR HEREIN AND IN ACCORDANCE WITH ARTICLE IX.E HEREOF, ALL ENTITIES, INCLUDING INVESTORS, WHO HAVE HELD, HOLD OR MAY HOLD CLAIMS, EQUITY INTERESTS, CAUSES OF ACTION OR LIABILITIES THAT CONSTITUTE RELEASED CLAIMS, ARE PERMANENTLY ENJOINED AND PRECLUDED, FROM AND AFTER THE EFFECTIVE DATE OF THE PLAN, FROM: (A) COMMENCING OR CONTINUING IN ANY MANNER OR ACTION OR OTHER PROCEEDING OF ANY KIND AGAINST ANY RELEASED PARTY WHETHER DIRECTLY, DERIVATIVELY OR OTHERWISE, ON ACCOUNT OF OR IN CONNECTION WITH OR WITH RESPECT TO ANY RELEASED CLAIMS; (B) ENFORCING, ATTACHING, COLLECTING OR RECOVERING BY ANY MANNER OR MEANS ANY JUDGMENT, AWARD, DECREE OR ORDER AGAINST ANY RELEASED PARTY ON ACCOUNT OF OR IN CONNECTION WITH OR WITH RESPECT TO ANY RELEASED CLAIMS; (C) CREATING, PERFECTING OR ENFORCING ANY LIEN (OTHER THAN ANY CHARGING LIEN OF A TRUSTEE UNDER ITS RESPECTIVE INDENTURE), CLAIM OR ENCUMBRANCE OF ANY KIND AGAINST ANY RELEASED PARTY ON ACCOUNT OF OR IN CONNECTION WITH OR WITH RESPECT TO ANY RELEASED CLAIMS; (D) ASSERTING ANY RIGHT TO SETOFF, SUBROGATION OR RECOUPMENT OF ANY KIND AGAINST ANY OBLIGATION DUE FROM ANY RELEASED PARTY ON ACCOUNT OF OR IN CONNECTION WITH OR WITH RESPECT TO ANY RELEASED CLAIMS UNLESS SUCH HOLDER HAS FILED A MOTION REQUESTING THE RIGHT TO PERFORM SUCH SETOFF ON OR BEFORE THE CONFIRMATION DATE, AND NOTWITHSTANDING ANY INDICATION IN A PROOF OF CLAIM OR EQUITY INTEREST OR OTHERWISE THAT SUCH HOLDER ASSERTS, HAS OR INTENDS TO PRESERVE ANY RIGHT OF SETOFF PURSUANT TO SECTION 553 OF THE BANKRUPTCY CODE OR OTHERWISE; (E) COMMENCING OR CONTINUING IN ANY MANNER OR ACTION OR OTHER PROCEEDING OF ANY KIND AGAINST ANY RELEASED PARTY ON ACCOUNT OF OR IN CONNECTION WITH OR WITH RESPECT TO ANY RELEASED CLAIMS; AND (F) SEEKING RELIEF OR COLLECTING JUDGMENTS ON AN INVESTOR-RELATED SECURITIES CLAIM IN A MANNER THAT FAILS TO CONFORM WITH THE TERMS OF THE JUDGMENT

REDUCTION PROVISION SET FORTH IN THE PLAN AND THE CONFIRMATION ORDER; PROVIDED, THAT NOTHING CONTAINED HEREIN SHALL BE CONSTRUED TO PREVENT ANY ENTITY FROM OBJECTING TO CLAIMS OR DEFENDING AGAINST CLAIMS OBJECTIONS OR COLLECTION ACTIONS WHETHER BY ASSERTING A RIGHT OF SETOFF OR OTHERWISE TO THE EXTENT PERMITTED BY LAW. SUCH INJUNCTION SHALL EXTEND TO THE SUCCESSORS OF THE LIQUIDATING TRUST, IF ANY, AND TO THEIR RESPECTIVE PROPERTIES AND INTERESTS IN PROPERTY. ANY PERSON INJURED BY ANY WILLFUL VIOLATION OF THIS INJUNCTION SHALL BE ENTITLED TO RECOVER ACTUAL DAMAGES, INCLUDING COSTS AND ATTORNEYS' FEES AND, IN APPROPRIATE CIRCUMSTANCES, MAY RECOVER PUNITIVE DAMAGES FROM THE WILLFUL VIOLATOR.

ITEM 3. Certification as to Transcription of Information from Item 3 of the Beneficial Owner Ballots as to Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims) Voted Through Other Beneficial Owner Ballots.

The undersigned certifies that the undersigned has transcribed in the following table the information, if any, provided by Beneficial Owners in Item 3 of each of the Beneficial Owner's original Beneficial Owner Ballots, identifying any Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims) for which such Beneficial Owners have submitted other Beneficial Owner Ballots (*e.g.*, to other voting nominees) other than to the undersigned:

Your Customer Account Number for Each Beneficial Holder Who Completed Item 3 of the Ballots	TRANSCRIBE FROM ITEM 3 OF THE BALLOTS:			
	Account Number	Name of Holder	ISIN or Description of Other Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims) Voted	Principal Amount of Other Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims) Voted
1.				\$
2.				\$
3.				\$
4.				\$
5.				\$
6.				\$
7.				\$
8.				\$
9.				\$
10.				\$

ITEM 4. **Certification.**

By signing this Master Ballot, the undersigned certifies that:

1. it has received a copy of the Disclosure Statement, the Beneficial Owner Ballots and the Solicitation Package and has delivered the same to the Beneficial Owners listed on the Beneficial Owner Ballots or to any intermediary nominee, as applicable;
2. it has received a completed and signed Beneficial Owner Ballot from each Beneficial Owner listed in Item 2 of this Master Ballot or from an intermediary nominee, as applicable;
3. it is the registered holder of the Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims) being voted, or an agent therefor;
4. it has been authorized by each such Beneficial Owner or intermediary nominee, as applicable, to vote on the Plan and to make applicable elections;
5. it has properly disclosed:
 - (i) the number of Beneficial Owners who completed Beneficial Owner Ballots;
 - (ii) the respective amounts of the Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims) by each Beneficial Owner who completed a Beneficial Owner Ballot;
 - (iii) each such Beneficial Owner's respective vote concerning the Plan;
 - (iv) each such Beneficial Owner's certification as to other Class R-4 ResCap Unsecured Claims (Senior Unsecured Notes Claims) voted; and
 - (v) the customer account or other identification number for each such Beneficial Owner;
6. each such Beneficial Owner has certified to the undersigned or to an intermediary nominee, as applicable, that it is eligible to vote on the Plan; and
7. it will maintain Beneficial Owner Ballots and evidence of separate transactions returned by Beneficial Owners or by intermediary nominees (whether properly completed or defective) for at least one year after the Voting Deadline and disclose all such information to the Court or the Debtors, as the case may be, if so ordered.

Name of Nominee:	_____
	(Print or Type)
Participant Number:	_____
<input type="checkbox"/> Name of Proxy Holder or Nominee:	_____
	(Print or Type)
Signature:	_____
Name of Signatory:	_____
	(If other than Nominee)
Title:	_____
Address:	_____

Date Completed:	_____

The Debtors will pay each Nominee's requested reasonable, documented costs and expenses associated with the distribution of copies of the Beneficial Owner Ballot and Solicitation Packages to the Beneficial Owners of the Senior Unsecured Notes Claims and tabulation of the Beneficial Owner Ballots. This Master Ballot is not a letter of transmittal and may not be used for any purpose other than to cast votes to accept or reject the Plan. Holders should not surrender, at this time, certificates representing their securities. KCC will not accept delivery of any such certificates surrendered together with a Master Ballot. Moreover, this Master Ballot shall not constitute or be deemed to be a proof of claim or equity interest or an assertion of a claim or equity interest.

**PLEASE COMPLETE, SIGN, AND DATE THIS
MASTER BALLOT AND RETURN IT PROMPTLY VIA FIRST CLASS MAIL,
OVERNIGHT COURIER SERVICE, OR HAND DELIVERY TO:**

**ResCap Balloting Center, c/o KCC,
599 Lexington Avenue, 39th Floor
New York, NY 10022**

IF KCC DOES NOT ACTUALLY RECEIVE THIS MASTER BALLOT BY THE VOTING DEADLINE (AND IF THE VOTING DEADLINE IS NOT EXTENDED), THE VOTES CAST HEREBY WILL NOT BE COUNTED.

Exhibit DD

Issuer	Description	CUSIP	ISIN
Residential Capital	9.625% Third Lien Notes due on 5/15/2015	76114EAH5	US76114EAH53

Exhibit EE

Name	NoticeName	Address1	Address2	City	State	Zip
Banc of Americas Securities LLC	Reorg	222 Broadway	27th Fl	New York	NY	10038
Barclays Bank Inc LE	Giovanna Laurella	70 Hudson St	7th Fl	Jersey City	NJ	07302-0000
Barclays Capital Inc / Barclays Capital	Nellie Foo	200 Cedar Knolls Rd		Whippany	NJ	07981-0000
BNP Paribas NY Branch	Dean Galli	525 Washington Blvd	9th Fl	Jersey City	NJ	07310
BNY Mellon	Enis Suljic	525 William Penn Pl	Rm 300	Pittsburgh	PA	15259
Brown Brothers Harriman & Co	Corporate Actions	525 Washington Blvd	New Port Towers	Jersey City	NJ	07302-0000
Charles Schwab & Co Inc	Nancy Brim	2423 E Lincoln Dr	PHX PEAK 02 K130	Phoenix	AZ	85016
Citibank NA	Sandra Hernandez	3800 Citibank Center B3 12		Tampa	FL	33610
Citigroup Global Markets Inc Salomon	Brian Cotton	111 Wall St	6th Fl	New York	NY	10005
Credit Suisse Securities USA LLC	Adam Miranda	1 Madison Ave	2nd Fl	New York	NY	10010
Custodial Trust Co	Adriana Laramore	14201 Dallas Pkwy		Dallas	TX	75254
Deutsche Bank Securities Inc	Ira Kovins	Harborside Financial Ctr	100 Plaza One 2nd Fl - Corp Actions	Jersey City	NJ	07311-0000
ETrade Clearing LLC	Matt Freifeld	1981 Marcus Ave	Ste 100	Lake Success	NY	11042
Goldman Sachs & Co	Gloria Lio	30 Hudson St		Jersey City	NJ	07302-4699
Goldman Sachs Bank USA	Christine Hartwig	30 Hudson St		Jersey City	NJ	07302-4699
Goldman Sachs Execution & Clearing	Andrew Warren	30 Hudson St		Jersey City	NJ	07302-4699
J P Morgan Clearing Corp	Proxy Dept Manager	14201 Dallas Pkwy		Dallas	TX	75254
JP Morgan Securities Inc Fixed	Jack Dickson	14201 N Dallas Tollway	12 th Fl	Dalls	TX	75254
JPMorgan Chase Bank NA	Reorg Dept	14201 Dallas Pkwy		Dallas	TX	75254
Manufacturers and Traders Trust Co	Stephen Schmidt	1 M & T Plz	8th Fl	Buffalo	NY	14203
Morgan Stanley & Co Inc	Michelle Ford	1300 Thames St	7th Floor	Baltimore	MD	21231
Morgan Stanley Smith Barney	Suzanne Mundle	Harborside Financial Ctr	230 Plaza Three 6th Fl	Jersey City	NJ	07311
National Financial Services	Lou Trezza	200 Liberty St		New York	NY	10281
Northern Trust Co	Stella Castaneda	801 S Canal St	Attn Capital Structures C1N	Chicago	IL	60607
RBC Capital Markets Corporation	Steve Schafer Jr	60 S 6th St	P09	Minneapolis	MN	55402-4400
State Street Bank and Trust Co	Sandra Polizio	Corp Actions JAB5E	1776 Heritage Dr	North Quincy	MA	02171-0000
The Bank of New York Mellon/DBAG Lon	Donna Steinman	One Wall St		New York	NY	10286
UBS Securities LLC	Michael Marciano	480 Washington Blvd		Jersey City	NJ	07310-0000
US Bank NA	Tim Randall	MK WI S302	1555 N Rivercenter Dr	Milwaukee	WI	53212
Wells Fargo Bank National Association	Kevin St Louis	733 Marquette Ave	MAC N9306 057 5th Fl	Minneapolis	MN	55402

Exhibit FF

THIS BOOKLET CONTAINS BENEFICIAL OWNER BALLOTS FOR ACCEPTING OR REJECTING THE JOINT CHAPTER 11 PLAN PROPOSED BY RESIDENTIAL CAPITAL, LLC, ET AL. AND THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS. THE JUNIOR SECURED NOTE CLAIMS ARE BEING PROVIDED WITH A BOOKLET OF BALLOTS FOR VOTING AGAINST EACH DEBTOR ENTITY THAT, COLLECTIVELY, ARE BEING CONSOLIDATED FOR PURPOSES OF DISTRIBUTION UNDER THE PLAN INTO CLASSES GS-3, R-3 AND RS-3.

PLEASE COMPLETE THE THREE BALLOTS AND RETURN THIS BOOKLET IN ITS ENTIRETY IN ACCORDANCE WITH THE INSTRUCTIONS RECEIVED FROM YOUR NOMINEE OR THEIR AGENT TO ENSURE THAT YOUR VOTES ARE COUNTED.

NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS CONTAINED IN THE MATERIALS MAILED WITH THIS BALLOT OR OTHER MATERIALS AUTHORIZED BY THE BANKRUPTCY COURT.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----)	
In re:	)	Case No. 12-12020 (MG)
)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u>,	)	Chapter 11
)	
Debtors.	)	Jointly Administered
-----)	

**BENEFICIAL OWNER BALLOT FOR ACCEPTING OR
REJECTING THE JOINT CHAPTER 11 PLAN
PROPOSED BY RESIDENTIAL CAPITAL, LLC, ET AL. AND
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

CLASS GS-3 — JUNIOR SECURED NOTES CLAIMS

**PLEASE READ AND FOLLOW THE ENCLOSED VOTING INSTRUCTIONS
FOR COMPLETING THIS BALLOT CAREFULLY BEFORE
COMPLETING THIS BALLOT.**

IN ORDER FOR YOUR VOTE TO BE COUNTED, ALL PRE-VALIDATED BENEFICIAL OWNER BALLOTS (INCLUDING MASTER BALLOTS CAST ON BEHALF OF BENEFICIAL OWNER BALLOTS THAT WERE NOT PRE-VALIDATED) MUST BE COMPLETED, EXECUTED AND RETURNED SO AS TO BE ACTUALLY RECEIVED BY KCC BY OCTOBER 21, 2013 AT 7:00 P.M. (EASTERN TIME) (THE "VOTING DEADLINE") IN ACCORDANCE WITH THE FOLLOWING:

IF YOU RECEIVED A RETURN ENVELOPE ADDRESSED TO YOUR NOMINEE:¹
YOU MUST RETURN THIS BENEFICIAL OWNER BALLOT TO YOUR NOMINEE IN ACCORDANCE WITH THE ENCLOSED INSTRUCTIONS FROM YOUR NOMINEE, AND IN ANY EVENT, IN SUFFICIENT TIME TO PERMIT YOUR NOMINEE TO DELIVER A MASTER BALLOT INCLUDING YOUR VOTE TO KCC BY THE VOTING DEADLINE. PLEASE CONTACT YOUR NOMINEE WITH ANY QUESTIONS REGARDING THE DATE IT NEEDS TO RECEIVE YOUR BENEFICIAL OWNER BALLOT TO TIMELY SUBMIT THE MASTER BALLOT TO KCC.

IF YOU RECEIVED A RETURN ENVELOPE ADDRESSED TO KCC:
YOUR NOMINEE HAS PRE-VALIDATED THIS BENEFICIAL OWNER BALLOT. THEREFORE, YOU MUST RETURN THIS PRE-VALIDATED BENEFICIAL OWNER BALLOT DIRECTLY TO KCC SO IT IS ACTUALLY RECEIVED BY THE VOTING DEADLINE.

On August 23, 2013, the United States Bankruptcy Court for the Southern District of New York (the "Court") signed an order (the "Disclosure Statement Order") which approved the Disclosure Statement dated August 23, 2013 (as the same may be amended, modified, and/or supplemented, including all exhibits thereto, the "Disclosure Statement") with respect to the *Joint Chapter 11 Plan Proposed By Residential Capital, LLC, et al. and the Official Committee of Unsecured Creditors* (as the same may be amended, modified, and/or supplemented, including all exhibits or supplements thereto, including the Plan Supplement, the "Plan") and which establishes certain procedures for the solicitation and tabulation of votes to accept or reject the Plan. The Plan was filed by the above-captioned debtors and debtors-in-possession (the "Debtors") and the Official Committee of Unsecured Creditors (the "Committee," and together with the Debtors, the "Plan Proponents") on August 23, 2013. The Plan is Exhibit 1 to the Disclosure Statement, which is part of the package that accompanies this Ballot (the "Solicitation Package"). The Court's approval of the Disclosure Statement does not indicate approval of the Plan by the Court.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if it is accepted by the holders of at least two-thirds (2/3) in amount and more than one-half (1/2) in number of the Class GS-3 Junior Secured Notes Claims that were voted to accept or reject the Plan, as applicable, and if the Plan otherwise satisfies the applicable requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained, the Bankruptcy Court nonetheless may confirm the Plan if it finds that the Plan (i) provides fair and equitable treatment to, and does not unfairly discriminate against, the Class or Classes rejecting the Plan and (ii) otherwise satisfies the requirements under section 1129(a) of the Bankruptcy Code.

You may wish to seek legal advice concerning the Plan and your classification and treatment under the Plan.

This Beneficial Owner Ballot is being sent to the Beneficial Owners of Class GS-3 Junior Secured Notes Claims. If you hold Claims in other classes in which you are entitled to vote, you will receive a Ballot for each such other class.

Your rights are described in the Disclosure Statement, which was included in the Solicitation Package you are receiving with this Ballot (as well as the Plan, Disclosure Statement Order and certain other materials). If you received Solicitation Package materials in CD-ROM format and desire paper copies, or if you need to obtain additional solicitation

¹ "Nominee" is the broker, dealer, commercial bank, trust company or other agent nominee holding Class GS-3 Junior Secured Notes Claims on behalf of Beneficial Owners as record owners/holders. A "Beneficial Owner" means a beneficial owner of publicly-traded securities whose Claims have not been satisfied prior to the Voting Record Date (as defined below) pursuant to Bankruptcy Court order or otherwise, as reflected in the records maintained by the Nominees (or its own records if it holds such securities on its own behalf) holding Claims through UMB Bank, N.A. as Junior Secured Notes Indenture Trustee.

materials, you may contact Kurtzman Carson Consultants LLC (“KCC”) (a) at the ResCap restructuring website at www.kccllc.net/rescap, (b) upon request by mail to ResCap Balloting Center, c/o, KCC, 2335 Alaska Ave., El Segundo, California, 90245, (c) upon request by calling the ResCap restructuring hotline at (888) 251-2914, or (d) for a fee via PACER at www.nysb.uscourts.gov (a PACER login and password are required to access documents on the Court’s website and can be obtained through the PACER Service Center at www.pacer.psc.uscourts.gov). Copies of the Plan and Disclosure Statement may also be examined by interested parties between the hours of 9:00 a.m. and 4:30 p.m. (Eastern Time) at the office of the Clerk of the Bankruptcy Court, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 511, New York, New York 10004.

IN THE EVENT NO HOLDER OF A CLAIM WITH RESPECT TO A SPECIFIC CLASS FOR A PARTICULAR DEBTOR TIMELY SUBMITS A BALLOT THAT COMPLIES WITH THE DISCLOSURE STATEMENT ORDER INDICATING ACCEPTANCE OR REJECTION OF THE PLAN, SUCH CLASS WILL BE DEEMED TO HAVE ACCEPTED THE PLAN.

ARTICLE IX OF THE PLAN CONTAINS RELEASE, EXCULPATION, AND INJUNCTION PROVISIONS, AND ARTICLE IX.D CONTAINS A THIRD PARTY RELEASE.

IF YOU: (1) VOTE TO ACCEPT THE PLAN, OR (2) FAIL TO TIMELY AND/OR PROPERLY SUBMIT A BALLOT, YOU WILL BE DEEMED TO HAVE CONSENTED TO THE THIRD PARTY RELEASE CONTAINED IN ARTICLE IX.D OF THE PLAN, THE EXCULPATION PROVISION CONTAINED IN ARTICLE IX.G OF THE PLAN, AND THE INJUNCTION PROVISION CONTAINED IN ARTICLE IX.H OF THE PLAN, EACH COPIED BELOW.

REGARDLESS AS TO HOW OR WHETHER YOU VOTED ON THE PLAN, IF THE PLAN IS CONFIRMED, THE RELEASE, EXCULPATION AND INJUNCTION PROVISIONS CONTAINED IN ARTICLE IX OF THE PLAN WILL BE BINDING UPON YOU. THUS, YOU ARE ADVISED TO REVIEW AND CONSIDER THE PLAN CAREFULLY BECAUSE YOUR RIGHTS MIGHT BE AFFECTED THEREUNDER.

VOTING INSTRUCTIONS

1. The Plan Proponents are soliciting votes on the Plan attached as Exhibit 1 to the Disclosure Statement. To this end, holders of Junior Secured Notes Claims may choose to accept or reject all 51 chapter 11 plans (a separate Plan for each of the Debtors), as indicated in Item 2 of the Beneficial Owner Ballot. Additionally, holders of Junior Secured Notes Claims may choose to accept some of the 51 chapter 11 plans, as indicated in Item 2 of the Beneficial Owner Ballot. A Beneficial Owner must vote the full amount of such Beneficial Owner’s Junior Secured Notes Claims to accept or reject the Plan and may not split the amount of such vote. Any Beneficial Owner Ballot executed by a Beneficial Owner that does not indicate a clear acceptance or rejection of each of the 51 chapter 11 plans or that indicates both an acceptance and a rejection of each of the 51 chapter 11 plans will not be counted.
2. All capitalized terms used in the Ballot or these instructions but not otherwise defined therein shall have the meanings ascribed to them in the Plan or the Disclosure Statement Order, as applicable. In the event of a conflict between the Plan, the Ballot and the Disclosure Statement, the terms of the Plan shall control.
3. To ensure that your vote is counted, you must: (a) complete your Beneficial Owner Ballot in accordance with these instructions (and as explained in greater detail in the Confirmation Hearing Notice that were included in the Solicitation Package); (b) clearly indicate your decision either to accept or reject the Plan in the boxes provided in Item 2 of the Beneficial Owner Ballot; (c) review and complete Items 4 and 5 in accordance with the instructions therein; and (d) clearly sign and return an original of your Beneficial Owner Ballot to the address set forth on the enclosed pre-addressed envelope.

4. **Return of Beneficial Owner Ballots:** Your Beneficial Owner Ballot (if pre-validated) and/or the Master Ballot incorporating the vote cast on your Beneficial Owner Ballot **MUST** be returned to KCC so as to be **actually received** by KCC on or before the Voting Deadline, which is October 21, 2013, at 7:00 p.m. (Eastern Time). To ensure your vote is counted toward confirmation of the Plan, please read the following information carefully so that you understand where your Beneficial Owner Ballot must be sent in order for it to be received before the Voting Deadline:
- (i) **Pre-validated Beneficial Owner Ballot:** If you received a Beneficial Owner Ballot and a return envelope addressed to KCC, you must return your completed Beneficial Owner Ballot **directly to KCC** so that it is **actually received** by KCC on or before the Voting Deadline.
 - (ii) **Not pre-validated Beneficial Owner Ballot:** If you received a Beneficial Owner Ballot and a return envelope addressed to your Nominee, you must return your completed Beneficial Owner Ballot **directly to your Nominee** in sufficient time to permit your Nominee to deliver a Master Ballot including your vote to KCC by the Voting Deadline.
5. If a Master Ballot or pre-validated Beneficial Owner Ballot is received **after** the Voting Deadline and if the Voting Deadline is not extended, it will not be counted. Additionally, the following Beneficial Owner Ballots will **NOT** be counted:
- (i) Beneficial Owner Ballots sent to any of the Debtors, the Committee, the Debtors' agents (other than the pre-validated Beneficial Owner Ballots sent to KCC), the Committee's agents, any indenture trustee or the financial or legal advisors to the Debtors, the Committee or the indenture trustee;
 - (ii) Beneficial Owner Ballots sent by facsimile, e-mail or any other electronic means;
 - (iii) any Beneficial Owner Ballot that is illegible or contains insufficient information to permit the identification of the holder of the Claim;
 - (iv) any Beneficial Owner Ballot cast by an entity that does not hold a Claim in a Class that is entitled to vote on the Plan;
 - (v) any unsigned Beneficial Owner Ballot or Master Ballot; and/or
 - (vi) any Beneficial Owner Ballot submitted by any entity not entitled to vote pursuant to the Disclosure Statement Order.
6. Beneficial Owner Ballots that indicate both acceptance and rejection of the Plan or indicate neither an acceptance nor rejection of the Plan will not be counted.
7. The method of delivery of Beneficial Owner Ballots to KCC or your Nominee is at the election and risk of each holder of a Claim. Except as otherwise provided herein, such delivery will be deemed made only when KCC **actually receives** the originally executed Beneficial Owner Ballot or Master Ballot incorporating the Beneficial Owner Ballot. Instead of effecting delivery by first-class mail, it is recommended, though not required, that holders use an overnight or hand delivery service. In all cases, holders should allow sufficient time to assure timely delivery.
8. If multiple Beneficial Owner Ballots are received from the same holder of a Class GS-3 Junior Secured Notes Claim with respect to the same Class GS-3 Junior Secured Notes Claim prior to the Voting Deadline, the last valid Beneficial Owner Ballot timely received will supersede and revoke any earlier received Beneficial Owner Ballots.
9. If you believe you received the wrong Ballot, or if you need additional Ballots, please immediately contact KCC.

10. If you wish to have your Claim allowed for purposes of voting on the Plan in a manner that is inconsistent with the Ballot you received, you must serve on the Debtors and file with the Bankruptcy Court, on or before September 30, 2013 at 4:00 p.m. (Eastern Time), a motion for an order pursuant to Bankruptcy Rule 3018(a) temporarily allowing such Claim for purposes of voting (the “**Temporary Allowance Request Motion**”). A Temporary Allowance Request Motion must set forth with particularity the amount and classification of which you believe your Claim should be allowed for voting purposes and the evidence in support of your belief. In respect of any timely-filed Temporary Allowance Request Motion, the Ballot in question shall be counted (a) in the amount established by the Bankruptcy Court in an order entered on or before the Voting Deadline or (b) if such an order has not been entered by the Voting Deadline and unless the Debtors and you have come to an agreement as to the relief requested in the Temporary Allowance Request Motion, in an amount equal to the preprinted amount on the Ballot or in the event you did not receive a Ballot, you shall not have a Ballot counted at all. The Court will schedule a hearing on such motion.
11. This Ballot does not constitute, and shall not be deemed to be, a proof of claim or an assertion or admission of a Claim.
12. If you hold Claims in more than one class under the Plan, you may receive more than one Ballot for each different class. Each Ballot votes only your Claims indicated on that Ballot. Please complete and return each Ballot you receive.
13. Please be sure to sign and date your Ballot. If you are signing a Ballot in your capacity as a trustee, executor, administrator, guardian, attorney in fact, officer of a corporation or otherwise acting in a fiduciary or representative capacity, you must indicate such capacity when signing and, if required or requested by KCC, the Plan Proponents or the Court, must submit proper evidence to the requesting party to so act on behalf of such holder. In addition, please provide your name and mailing address if it is different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

PLEASE MAIL YOUR BALLOT PROMPTLY. FACSIMILE OR OTHER ELECTRONIC (INCLUDING E-MAIL)
TRANSMISSION OF THIS BALLOT WILL NOT BE ACCEPTED.

**IF YOU HAVE ANY QUESTIONS REGARDING THE BALLOT OR THE PROCEDURES GENERALLY, OR
IF YOU NEED ADDITIONAL COPIES OF THE BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE
CALL KCC AT (877) 833-4150. PLEASE NOTE THAT KCC IS NOT AUTHORIZED TO, AND WILL NOT,
PROVIDE LEGAL ADVICE.**

**THIS BALLOT IS TO BE USED BY BENEFICIAL OWNERS OF CLASS GS-3 JUNIOR SECURED NOTES
CLAIMS. PLEASE COMPLETE, SIGN AND DATE THIS BALLOT AND RETURN IT IN THE ENCLOSED
ENVELOPE.**

ITEM 1. **Claim Amount for Voting Purposes.** The undersigned certifies that as of August 16, 2013 (the “**Voting Record Date**”), it held a Class GS-3 Junior Secured Notes Claim in the below amount:

\$_____

ITEM 2. **Vote.** The holder of the Class GS-3 Junior Secured Notes Claim that relates to this Ballot votes:

The holder of the Note Claims set forth in Item 1 votes to (please check **only** one box):

- ☐ **ACCEPT** ALL 51 PLANS
- ☐ **REJECT** ALL 51 PLANS
- ☐ ACCEPT **SOME** OF THE 51 PLANS AND REJECT **SOME** OF THE 51 PLANS, AS FOLLOWS:

	<u>ACCEPT</u> THE PLAN FOR THE FOLLOWING DEBTOR(S):	<u>REJECT</u> THE PLAN FOR THE FOLLOWING DEBTOR(S):
1. ditech, LLC	<input type="checkbox"/>	<input type="checkbox"/>
2. DOA Holding Properties, LLC	<input type="checkbox"/>	<input type="checkbox"/>
3. DOA Properties IX (Lots-Other), LLC	<input type="checkbox"/>	<input type="checkbox"/>
4. EPRE LLC	<input type="checkbox"/>	<input type="checkbox"/>
5. Equity Investment I, LLC	<input type="checkbox"/>	<input type="checkbox"/>
6. ETS of Virginia, Inc.	<input type="checkbox"/>	<input type="checkbox"/>
7. ETS of Washington, Inc.	<input type="checkbox"/>	<input type="checkbox"/>
8. Executive Trustee Services, LLC	<input type="checkbox"/>	<input type="checkbox"/>
9. GMAC-RFC Holding Company, LLC	<input type="checkbox"/>	<input type="checkbox"/>
10. GMAC Model Home Finance I, LLC	<input type="checkbox"/>	<input type="checkbox"/>
11. GMAC Mortgage USA Corporation	<input type="checkbox"/>	<input type="checkbox"/>
12. GMAC Mortgage, LLC	<input type="checkbox"/>	<input type="checkbox"/>

	<u>ACCEPT</u> THE PLAN FOR THE FOLLOWING DEBTOR(S):	<u>REJECT</u> THE PLAN FOR THE FOLLOWING DEBTOR(S):
13. GMAC Residential Holding Company, LLC	<input type="checkbox"/>	<input type="checkbox"/>
14. GMACRH Settlement Services, LLC	<input type="checkbox"/>	<input type="checkbox"/>
15. GMACM Borrower LLC	<input type="checkbox"/>	<input type="checkbox"/>
16. GMACM REO LLC	<input type="checkbox"/>	<input type="checkbox"/>
17. GMACR Mortgage Products, LLC	<input type="checkbox"/>	<input type="checkbox"/>
18. HFN REO SUBII, LLC	<input type="checkbox"/>	<input type="checkbox"/>
19. Home Connects Lending Services, LLC	<input type="checkbox"/>	<input type="checkbox"/>
20. Homecomings Financial Real Estate Holdings, LLC	<input type="checkbox"/>	<input type="checkbox"/>
21. Homecomings Financial, LLC	<input type="checkbox"/>	<input type="checkbox"/>
22. Ladue Associates, Inc.	<input type="checkbox"/>	<input type="checkbox"/>
23. Passive Asset Transactions, LLC	<input type="checkbox"/>	<input type="checkbox"/>
24. PATI A, LLC	<input type="checkbox"/>	<input type="checkbox"/>
25. PATI B, LLC	<input type="checkbox"/>	<input type="checkbox"/>
26. PATI Real Estate Holdings, LLC	<input type="checkbox"/>	<input type="checkbox"/>
27. RAHI A, LLC	<input type="checkbox"/>	<input type="checkbox"/>
28. RAHI B, LLC	<input type="checkbox"/>	<input type="checkbox"/>
29. RAHI Real Estate Holdings, LLC	<input type="checkbox"/>	<input type="checkbox"/>
30. RCSFJV2004, LLC	<input type="checkbox"/>	<input type="checkbox"/>
31. Residential Accredit Loans, Inc.	<input type="checkbox"/>	<input type="checkbox"/>

	<u>ACCEPT</u> THE PLAN FOR THE FOLLOWING DEBTOR(S):	<u>REJECT</u> THE PLAN FOR THE FOLLOWING DEBTOR(S):
32. Residential Asset Mortgage Products, Inc.	<input type="checkbox"/>	<input type="checkbox"/>
33. Residential Asset Securities Corporation	<input type="checkbox"/>	<input type="checkbox"/>
34. Residential Capital, LLC	<input type="checkbox"/>	<input type="checkbox"/>
35. Residential Consumer Services of Alabama, LLC	<input type="checkbox"/>	<input type="checkbox"/>
36. Residential Consumer Services of Ohio, LLC	<input type="checkbox"/>	<input type="checkbox"/>
37. Residential Consumer Services of Texas, LLC	<input type="checkbox"/>	<input type="checkbox"/>
38. Residential Consumer Services, LLC	<input type="checkbox"/>	<input type="checkbox"/>
39. Residential Funding Company, LLC	<input type="checkbox"/>	<input type="checkbox"/>
40. Residential Funding Mortgage Exchange, LLC	<input type="checkbox"/>	<input type="checkbox"/>
41. Residential Funding Mortgage Securities I, Inc.	<input type="checkbox"/>	<input type="checkbox"/>
42. Residential Funding Mortgage Securities II, Inc.	<input type="checkbox"/>	<input type="checkbox"/>
43. Residential Funding Real Estate Holdings, LLC	<input type="checkbox"/>	<input type="checkbox"/>
44. Residential Mortgage Real Estate Holdings, LLC	<input type="checkbox"/>	<input type="checkbox"/>
45. RFC – GSAP Servicer Advance, LLC	<input type="checkbox"/>	<input type="checkbox"/>
46. RFC Asset Holdings II, LLC	<input type="checkbox"/>	<input type="checkbox"/>
47. RFC Asset Management, LLC	<input type="checkbox"/>	<input type="checkbox"/>
48. RFC Borrower LLC	<input type="checkbox"/>	<input type="checkbox"/>

	<u>ACCEPT</u> THE PLAN FOR THE FOLLOWING DEBTOR(S):	<u>REJECT</u> THE PLAN FOR THE FOLLOWING DEBTOR(S):
49. RFC Construction Funding, LLC	<input type="checkbox"/>	<input type="checkbox"/>
50. RFC REO LLC	<input type="checkbox"/>	<input type="checkbox"/>
51. RFC SFJV-2002, LLC	<input type="checkbox"/>	<input type="checkbox"/>

THE PLAN CONSISTS OF SEPARATE CHAPTER 11 PLANS FOR EACH OF THE DEBTORS. THIS BENEFICIAL OWNER BALLOT REPRESENTS YOUR VOTE ON THE SEPARATE CHAPTER 11 PLANS FOR EACH OF THE DEBTORS.

THE RELEASE IN ARTICLE IX.D OF THE PLAN PROVIDES:

ON AND AS OF THE EFFECTIVE DATE OF THE PLAN, THE HOLDERS OF CLAIMS AND EQUITY INTERESTS, SHALL BE DEEMED TO PROVIDE A FULL AND COMPLETE DISCHARGE AND RELEASE TO THE ALLY RELEASED PARTIES AND THEIR RESPECTIVE PROPERTY FROM ANY AND ALL CAUSES OF ACTION WHATSOEVER, WHETHER KNOWN OR UNKNOWN, ASSERTED OR UNASSERTED, DERIVATIVE OR DIRECT, FORESEEN OR UNFORESEEN, EXISTING OR HEREINAFTER ARISING, IN LAW, EQUITY, OR OTHERWISE, WHETHER FOR TORT, FRAUD, CONTRACT, VIOLATIONS OF FEDERAL OR STATE SECURITIES LAWS, VEIL PIERCING OR ALTER-EGO THEORIES OF LIABILITY, CONTRIBUTION, INDEMNIFICATION, JOINT LIABILITY, OR OTHERWISE, ARISING FROM OR RELATED IN ANY WAY TO THE DEBTORS, INCLUDING THOSE IN ANY WAY RELATED TO RMBS ISSUED AND/OR SOLD BY THE DEBTORS OR THEIR AFFILIATES AND/OR THE CHAPTER 11 CASES OR THE PLAN, AND ANY OBLIGATIONS UNDER THE DOJ/AG SETTLEMENT, THE CONSENT ORDER, AND THE ORDER OF ASSESSMENT.

ENTRY OF THE CONFIRMATION ORDER SHALL CONSTITUTE THE BANKRUPTCY COURT'S APPROVAL, UNDER SECTION 1123 OF THE BANKRUPTCY CODE AND BANKRUPTCY RULE 9019, OF THE THIRD PARTY RELEASE, AND FURTHER, SHALL CONSTITUTE THE BANKRUPTCY COURT'S FINDING THAT THIS THIRD PARTY RELEASE IS: (1) IN EXCHANGE FOR THE GOOD, VALUABLE AND SUBSTANTIAL CONSIDERATION PROVIDED BY THE ALLY RELEASED PARTIES; (2) IN THE BEST INTERESTS OF THE DEBTORS, THE ESTATES, THE LIQUIDATING TRUST AND ALL HOLDERS OF CLAIMS AND EQUITY INTERESTS; (3) FAIR, EQUITABLE AND REASONABLE; (4) GIVEN AND MADE AFTER DUE NOTICE AND OPPORTUNITY FOR A HEARING; (5) JUSTIFIED BY TRULY UNUSUAL CIRCUMSTANCES; (6) AN ESSENTIAL COMPONENT AND CRITICAL TO THE SUCCESS OF THE PLAN; (7) RESULTED IN DISTRIBUTIONS TO THE CREDITORS THAT WOULD OTHERWISE HAVE BEEN UNAVAILABLE; (8) THE RESULT OF AN IDENTITY OF INTEREST BETWEEN THE DEBTORS AND THE ALLY RELEASED PARTIES REGARDING THE PLAN; AND (9) A BAR TO ANY PARTY ASSERTING A CLAIM OR CAUSE OF ACTION RELEASED PURSUANT TO THIS THIRD PARTY RELEASE AGAINST ANY OF THE ALLY RELEASED PARTIES.

THE EXCULPATION IN ARTICLE IX.G OF THE PLAN PROVIDES:

THE EXCULPATED PARTIES SHALL NEITHER HAVE, NOR INCUR, ANY LIABILITY TO ANY ENTITY FOR ANY PRE-PETITION OR POST-PETITION ACT OR OMISSION TAKEN IN CONNECTION WITH, OR RELATED TO, FORMULATING, NEGOTIATING, PREPARING, DISSEMINATING, SOLICITING, IMPLEMENTING, ADMINISTERING, CONFIRMING, OR EFFECTING THE

CONSUMMATION OF ANY PREPETITION PLAN SUPPORT AGREEMENTS, THE PLAN SUPPORT AGREEMENT, THE PLAN, THE DISCLOSURE STATEMENT, THE FGIC SETTLEMENT AGREEMENT, THE KESSLER SETTLEMENT AGREEMENT, THE RMBS SETTLEMENT, OR ANY CONTRACT, INSTRUMENT, RELEASE, OR OTHER AGREEMENT OR DOCUMENT CREATED OR ENTERED INTO IN CONNECTION WITH THE PLAN, PROVIDED, THAT THE FOREGOING PROVISIONS OF THIS EXCULPATION SHALL HAVE NO EFFECT ON THE LIABILITY OF ANY ENTITY THAT RESULTS FROM ANY SUCH ACT THAT IS DETERMINED IN A FINAL, NON-APPEALABLE ORDER TO HAVE CONSTITUTED GROSS NEGLIGENCE OR WILLFUL MISCONDUCT; PROVIDED, FURTHER, THAT THE EXCULPATED PARTIES SHALL BE ENTITLED TO RELY UPON THE ADVICE OF COUNSEL AND FINANCIAL ADVISORS CONCERNING HIS, HER, OR ITS DUTIES PURSUANT TO, OR IN CONNECTION WITH, ANY PREPETITION PLAN SUPPORT AGREEMENT, THE PLAN SUPPORT AGREEMENT, THE PLAN, THE DISCLOSURE STATEMENT, THE FGIC SETTLEMENT AGREEMENT, AND THE RMBS SETTLEMENT.

THE INJUNCTION IN ARTICLE IX.H OF THE PLAN PROVIDES:

EXCEPT AS OTHERWISE PROVIDED IN THE CONFIRMATION ORDER OR HEREIN AND IN ACCORDANCE WITH ARTICLE IX.E HEREOF, ALL ENTITIES, INCLUDING INVESTORS, WHO HAVE HELD, HOLD OR MAY HOLD CLAIMS, EQUITY INTERESTS, CAUSES OF ACTION OR LIABILITIES THAT CONSTITUTE RELEASED CLAIMS, ARE PERMANENTLY ENJOINED AND PRECLUDED, FROM AND AFTER THE EFFECTIVE DATE OF THE PLAN, FROM: (A) COMMENCING OR CONTINUING IN ANY MANNER OR ACTION OR OTHER PROCEEDING OF ANY KIND AGAINST ANY RELEASED PARTY WHETHER DIRECTLY, DERIVATIVELY OR OTHERWISE, ON ACCOUNT OF OR IN CONNECTION WITH OR WITH RESPECT TO ANY RELEASED CLAIMS; (B) ENFORCING, ATTACHING, COLLECTING OR RECOVERING BY ANY MANNER OR MEANS ANY JUDGMENT, AWARD, DECREE OR ORDER AGAINST ANY RELEASED PARTY ON ACCOUNT OF OR IN CONNECTION WITH OR WITH RESPECT TO ANY RELEASED CLAIMS; (C) CREATING, PERFECTING OR ENFORCING ANY LIEN (OTHER THAN ANY CHARGING LIEN OF A TRUSTEE UNDER ITS RESPECTIVE INDENTURE), CLAIM OR ENCUMBRANCE OF ANY KIND AGAINST ANY RELEASED PARTY ON ACCOUNT OF OR IN CONNECTION WITH OR WITH RESPECT TO ANY RELEASED CLAIMS; (D) ASSERTING ANY RIGHT TO SETOFF, SUBROGATION OR RECOUPMENT OF ANY KIND AGAINST ANY OBLIGATION DUE FROM ANY RELEASED PARTY ON ACCOUNT OF OR IN CONNECTION WITH OR WITH RESPECT TO ANY RELEASED CLAIMS UNLESS SUCH HOLDER HAS FILED A MOTION REQUESTING THE RIGHT TO PERFORM SUCH SETOFF ON OR BEFORE THE CONFIRMATION DATE, AND NOTWITHSTANDING ANY INDICATION IN A PROOF OF CLAIM OR EQUITY INTEREST OR OTHERWISE THAT SUCH HOLDER ASSERTS, HAS OR INTENDS TO PRESERVE ANY RIGHT OF SETOFF PURSUANT TO SECTION 553 OF THE BANKRUPTCY CODE OR OTHERWISE; (E) COMMENCING OR CONTINUING IN ANY MANNER OR ACTION OR OTHER PROCEEDING OF ANY KIND AGAINST ANY RELEASED PARTY ON ACCOUNT OF OR IN CONNECTION WITH OR WITH RESPECT TO ANY RELEASED CLAIMS; AND (F) SEEKING RELIEF OR COLLECTING JUDGMENTS ON AN INVESTOR-RELATED SECURITIES CLAIM IN A MANNER THAT FAILS TO CONFORM WITH THE TERMS OF THE JUDGMENT REDUCTION PROVISION SET FORTH IN THE PLAN AND THE CONFIRMATION ORDER; PROVIDED, THAT NOTHING CONTAINED HEREIN SHALL BE CONSTRUED TO PREVENT ANY ENTITY FROM OBJECTING TO CLAIMS OR DEFENDING AGAINST CLAIMS OBJECTIONS OR COLLECTION ACTIONS WHETHER BY ASSERTING A RIGHT OF SETOFF OR OTHERWISE TO THE EXTENT PERMITTED BY LAW. SUCH INJUNCTION SHALL EXTEND TO THE SUCCESSORS OF THE LIQUIDATING TRUST, IF ANY, AND TO THEIR RESPECTIVE PROPERTIES AND INTERESTS IN PROPERTY. ANY PERSON INJURED BY ANY WILLFUL VIOLATION OF THIS INJUNCTION SHALL BE

ENTITLED TO RECOVER ACTUAL DAMAGES, INCLUDING COSTS AND ATTORNEYS' FEES AND, IN APPROPRIATE CIRCUMSTANCES, MAY RECOVER PUNITIVE DAMAGES FROM THE WILLFUL VIOLATOR.

ITEM 3. Certifications as to Class GS-3 Junior Secured Notes Claims. By completing and returning this Beneficial Owner Ballot, the undersigned Beneficial Owner certifies that either (1) it has not submitted any other Ballots for other Class GS-3 Junior Secured Notes Claims held in other accounts or other record names or (2) it has provided the information specified in the following table for all other Class GS-3 Junior Secured Notes Claims for which it has submitted additional Beneficial Owner Ballots, each of which indicates the same vote to accept or reject the Plan (please use additional sheets of paper if necessary):

ONLY COMPLETE THIS SECTION IF YOU
HAVE VOTED OTHER CLASS GS-3 JUNIOR SECURED NOTES CLAIMS ON A BENEFICIAL
OWNER BALLOT OTHER THAN THIS BENEFICIAL OWNER BALLOT.

Account Number with other Nominee (if applicable)	Name of Registered Holder or Other Nominee (if applicable)	Principal Amount of Other Class GS-3 Junior Secured Notes Claims Voted
		\$
		\$
		\$
		\$
		\$
		\$
		\$
		\$
		\$

ITEM 4. Certification. By signing this Ballot, the holder of the Class GS-3 Junior Secured Notes Claims certifies that it:

- a. is the holder of the Class GS-3 Junior Secured Notes Claims to which this Ballot pertains;
- b. has been provided with a copy of the Plan, Disclosure Statement and the Disclosure Statement Order and acknowledges that the vote set forth on this Ballot is subject to all the terms and conditions set forth in the Plan, Disclosure Statement, and the Disclosure Statement Order; and
- c. has not submitted any other Ballots relating to the Class GS-3 Junior Secured Notes Claims that are inconsistent with the votes as set forth in this Ballot or that, as limited by the terms of the Disclosure Statement Order and the instructions attached hereto, if such other Ballots were previously submitted, they either have been or are hereby revoked or changed to reflect the vote set forth herein.

Name of Claim Holder (Print or Type): _____

Nominee: _____

Social Security or Federal Tax I.D. No.
(Optional): _____

Signature: _____

Name of Signatory: _____

If Authorized Agent of Claimant, Title of
Agent: _____

Street Address: _____

City, State, and Zip Code: _____

Telephone Number: _____

Email Address (if any): _____

Date Completed: _____

This Ballot is not a letter of transmittal and may not be used for any purpose other than to cast votes to accept or reject the Plan. Holders should not surrender, at this time, certificates representing their securities. KCC will not accept delivery of any such certificates surrendered together with this Ballot. Moreover, this Ballot shall not constitute or be deemed to be a proof of claim or equity interest or an assertion of a claim or equity interest.

**PLEASE COMPLETE, SIGN AND DATE THIS BENEFICIAL OWNER
BALLOT AND RETURN IT PROMPTLY IN THE ENVELOPE PROVIDED.**

**IF KCC DOES NOT ACTUALLY RECEIVE THIS BENEFICIAL OWNER BALLOT (IF PRE-VALIDATED)
OR THE MASTER BALLOT INCORPORATING THE VOTE CAST BY THIS BENEFICIAL OWNER
BALLOT ON OR BEFORE THE VOTING DEADLINE (AND IF THE VOTING DEADLINE IS NOT
EXTENDED), YOUR VOTE TRANSMITTED BY THIS BENEFICIAL OWNER BALLOT WILL NOT BE
COUNTED TOWARD CONFIRMATION.**

**IF YOU HAVE QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, OR IF YOU
NEED AN ADDITIONAL BALLOT OR ADDITIONAL COPIES OF THE DISCLOSURE STATEMENT OR
OTHER ENCLOSED MATERIALS, PLEASE CALL KCC AT (877)-833-4150.**

NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS CONTAINED IN THE MATERIALS MAILED WITH THIS BALLOT OR OTHER MATERIALS AUTHORIZED BY THE BANKRUPTCY COURT.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----)	
In re:	)	Case No. 12-12020 (MG)
)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u>,	)	Chapter 11
)	
Debtors.	)	Jointly Administered
-----)	

**BENEFICIAL OWNER BALLOT FOR ACCEPTING OR
REJECTING THE JOINT CHAPTER 11 PLAN
PROPOSED BY RESIDENTIAL CAPITAL, LLC, ET AL. AND
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

CLASS R-3 — JUNIOR SECURED NOTES CLAIMS

**PLEASE READ AND FOLLOW THE ENCLOSED VOTING INSTRUCTIONS
FOR COMPLETING THIS BALLOT CAREFULLY BEFORE
COMPLETING THIS BALLOT.**

IN ORDER FOR YOUR VOTE TO BE COUNTED, ALL PRE-VALIDATED BENEFICIAL OWNER BALLOTS (INCLUDING MASTER BALLOTS CAST ON BEHALF OF BENEFICIAL OWNER BALLOTS THAT WERE NOT PRE-VALIDATED) MUST BE COMPLETED, EXECUTED AND RETURNED SO AS TO BE ACTUALLY RECEIVED BY KCC BY OCTOBER 21, 2013 AT 7:00 P.M. (EASTERN TIME) (THE "VOTING DEADLINE") IN ACCORDANCE WITH THE FOLLOWING:

IF YOU RECEIVED A RETURN ENVELOPE ADDRESSED TO YOUR NOMINEE:¹
YOU MUST RETURN THIS BENEFICIAL OWNER BALLOT TO YOUR NOMINEE IN ACCORDANCE WITH THE ENCLOSED INSTRUCTIONS FROM YOUR NOMINEE, AND IN ANY EVENT, IN SUFFICIENT TIME TO PERMIT YOUR NOMINEE TO DELIVER A MASTER BALLOT INCLUDING YOUR VOTE TO KCC BY THE VOTING DEADLINE. PLEASE CONTACT YOUR NOMINEE WITH ANY QUESTIONS REGARDING THE DATE IT NEEDS TO RECEIVE YOUR BENEFICIAL OWNER BALLOT TO TIMELY SUBMIT THE MASTER BALLOT TO KCC.

IF YOU RECEIVED A RETURN ENVELOPE ADDRESSED TO KCC:
YOUR NOMINEE HAS PRE-VALIDATED THIS BENEFICIAL OWNER BALLOT. THEREFORE, YOU MUST RETURN THIS PRE-VALIDATED BENEFICIAL OWNER BALLOT DIRECTLY TO KCC SO IT IS ACTUALLY RECEIVED BY THE VOTING DEADLINE.

On August 23, 2013, the United States Bankruptcy Court for the Southern District of New York (the "Court") signed an order (the "Disclosure Statement Order") which approved the Disclosure Statement dated August 23, 2013 (as the same may be amended, modified, and/or supplemented, including all exhibits thereto, the "Disclosure Statement") with respect to the *Joint Chapter 11 Plan Proposed By Residential Capital, LLC, et al. and the Official Committee of Unsecured Creditors* (as the same may be amended, modified, and/or supplemented, including all exhibits or supplements thereto, including the Plan Supplement, the "Plan") and which establishes certain procedures for the solicitation and tabulation of votes to accept or reject the Plan. The Plan was filed by the above-captioned debtors and debtors-in-possession (the "Debtors") and the Official Committee of Unsecured Creditors (the "Committee," and together with the Debtors, the "Plan Proponents") on August 23, 2013. The Plan is Exhibit 1 to the Disclosure Statement, which is part of the package that accompanies this Ballot (the "Solicitation Package"). The Court's approval of the Disclosure Statement does not indicate approval of the Plan by the Court.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if it is accepted by the holders of at least two-thirds (2/3) in amount and more than one-half (1/2) in number of the Class R-3 Junior Secured Notes Claims that were voted to accept or reject the Plan, as applicable, and if the Plan otherwise satisfies the applicable requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained, the Bankruptcy Court nonetheless may confirm the Plan if it finds that the Plan (i) provides fair and equitable treatment to, and does not unfairly discriminate against, the Class or Classes rejecting the Plan and (ii) otherwise satisfies the requirements under section 1129(a) of the Bankruptcy Code.

You may wish to seek legal advice concerning the Plan and your classification and treatment under the Plan.

This Beneficial Owner Ballot is being sent to the Beneficial Owners of Class R-3 Junior Secured Notes Claims. If you hold Claims in other classes in which you are entitled to vote, you will receive a Ballot for each such other class.

Your rights are described in the Disclosure Statement, which was included in the Solicitation Package you are receiving with this Ballot (as well as the Plan, Disclosure Statement Order and certain other materials). If you received Solicitation Package materials in CD-ROM format and desire paper copies, or if you need to obtain additional solicitation

¹ "Nominee" is the broker, dealer, commercial bank, trust company or other agent nominee holding Class R-3 Junior Secured Notes Claims on behalf of Beneficial Owners as record owners/holders. A "Beneficial Owner" means a beneficial owner of publicly-traded securities whose Claims have not been satisfied prior to the Voting Record Date (as defined below) pursuant to Bankruptcy Court order or otherwise, as reflected in the records maintained by the Nominees (or its own records if it holds such securities on its own behalf) holding Claims through UMB Bank, N.A. as Junior Secured Notes Indenture Trustee.

materials, you may contact Kurtzman Carson Consultants LLC (“KCC”) (a) at the ResCap restructuring website at www.kccllc.net/rescap, (b) upon request by mail to ResCap Balloting Center, c/o, KCC, 2335 Alaska Ave., El Segundo, California, 90245, (c) upon request by calling the ResCap restructuring hotline at (888) 251-2914, or (d) for a fee via PACER at www.nysb.uscourts.gov (a PACER login and password are required to access documents on the Court’s website and can be obtained through the PACER Service Center at www.pacer.psc.uscourts.gov). Copies of the Plan and Disclosure Statement may also be examined by interested parties between the hours of 9:00 a.m. and 4:30 p.m. (Eastern Time) at the office of the Clerk of the Bankruptcy Court, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 511, New York, New York 10004.

IN THE EVENT NO HOLDER OF A CLAIM WITH RESPECT TO A SPECIFIC CLASS FOR A PARTICULAR DEBTOR TIMELY SUBMITS A BALLOT THAT COMPLIES WITH THE DISCLOSURE STATEMENT ORDER INDICATING ACCEPTANCE OR REJECTION OF THE PLAN, SUCH CLASS WILL BE DEEMED TO HAVE ACCEPTED THE PLAN.

ARTICLE IX OF THE PLAN CONTAINS RELEASE, EXCULPATION, AND INJUNCTION PROVISIONS, AND ARTICLE IX.D CONTAINS A THIRD PARTY RELEASE.

IF YOU: (1) VOTE TO ACCEPT THE PLAN, OR (2) FAIL TO TIMELY AND/OR PROPERLY SUBMIT A BALLOT, YOU WILL BE DEEMED TO HAVE CONSENTED TO THE THIRD PARTY RELEASE CONTAINED IN ARTICLE IX.D OF THE PLAN, THE EXCULPATION PROVISION CONTAINED IN ARTICLE IX.G OF THE PLAN, AND THE INJUNCTION PROVISION CONTAINED IN ARTICLE IX.H OF THE PLAN, EACH COPIED BELOW.

REGARDLESS AS TO HOW OR WHETHER YOU VOTED ON THE PLAN, IF THE PLAN IS CONFIRMED, THE RELEASE, EXCULPATION AND INJUNCTION PROVISIONS CONTAINED IN ARTICLE IX OF THE PLAN WILL BE BINDING UPON YOU. THUS, YOU ARE ADVISED TO REVIEW AND CONSIDER THE PLAN CAREFULLY BECAUSE YOUR RIGHTS MIGHT BE AFFECTED THEREUNDER.

VOTING INSTRUCTIONS

1. The Plan Proponents are soliciting votes on the Plan attached as Exhibit 1 to the Disclosure Statement. To this end, holders of Junior Secured Notes Claims may choose to accept or reject all 51 chapter 11 plans (a separate Plan for each of the Debtors), as indicated in Item 2 of the Beneficial Owner Ballot. Additionally, holders of Junior Secured Notes Claims may choose to accept some of the 51 chapter 11 plans, as indicated in Item 2 of the Beneficial Owner Ballot. A Beneficial Owner must vote the full amount of such Beneficial Owner’s Junior Secured Notes Claims to accept or reject the Plan and may not split the amount of such vote. Any Beneficial Owner Ballot executed by a Beneficial Owner that does not indicate a clear acceptance or rejection of each of the 51 chapter 11 plans or that indicates both an acceptance and a rejection of each of the 51 chapter 11 plans will not be counted.
2. All capitalized terms used in the Ballot or these instructions but not otherwise defined therein shall have the meanings ascribed to them in the Plan or the Disclosure Statement Order, as applicable. In the event of a conflict between the Plan, the Ballot and the Disclosure Statement, the terms of the Plan shall control.
3. To ensure that your vote is counted, you must: (a) complete your Beneficial Owner Ballot in accordance with these instructions (and as explained in greater detail in the Confirmation Hearing Notice that were included in the Solicitation Package); (b) clearly indicate your decision either to accept or reject the Plan in the boxes provided in Item 2 of the Beneficial Owner Ballot; (c) review and complete Items 4 and 5 in accordance with the instructions therein; and (d) clearly sign and return an original of your Beneficial Owner Ballot to the address set forth on the enclosed pre-addressed envelope.

4. **Return of Beneficial Owner Ballots:** Your Beneficial Owner Ballot (if pre-validated) and/or the Master Ballot incorporating the vote cast on your Beneficial Owner Ballot **MUST** be returned to KCC so as to be **actually received** by KCC on or before the Voting Deadline, which is October 21, 2013, at 7:00 p.m. (Eastern Time). To ensure your vote is counted toward confirmation of the Plan, please read the following information carefully so that you understand where your Beneficial Owner Ballot must be sent in order for it to be received before the Voting Deadline:
- (i) **Pre-validated Beneficial Owner Ballot:** If you received a Beneficial Owner Ballot and a return envelope addressed to KCC, you must return your completed Beneficial Owner Ballot **directly to KCC** so that it is **actually received** by KCC on or before the Voting Deadline.
 - (ii) **Not pre-validated Beneficial Owner Ballot:** If you received a Beneficial Owner Ballot and a return envelope addressed to your Nominee, you must return your completed Beneficial Owner Ballot **directly to your Nominee** in sufficient time to permit your Nominee to deliver a Master Ballot including your vote to KCC by the Voting Deadline.
5. If a Master Ballot or pre-validated Beneficial Owner Ballot is received **after** the Voting Deadline and if the Voting Deadline is not extended, it will not be counted. Additionally, the following Beneficial Owner Ballots will **NOT** be counted:
- (i) Beneficial Owner Ballots sent to any of the Debtors, the Committee, the Debtors' agents (other than the pre-validated Beneficial Owner Ballots sent to KCC), the Committee's agents, any indenture trustee or the financial or legal advisors to the Debtors, the Committee or the indenture trustee;
 - (ii) Beneficial Owner Ballots sent by facsimile, e-mail or any other electronic means;
 - (iii) any Beneficial Owner Ballot that is illegible or contains insufficient information to permit the identification of the holder of the Claim;
 - (iv) any Beneficial Owner Ballot cast by an entity that does not hold a Claim in a Class that is entitled to vote on the Plan;
 - (v) any unsigned Beneficial Owner Ballot or Master Ballot; and/or
 - (vi) any Beneficial Owner Ballot submitted by any entity not entitled to vote pursuant to the Disclosure Statement Order.
6. Beneficial Owner Ballots that indicate both acceptance and rejection of the Plan or indicate neither an acceptance nor rejection of the Plan will not be counted.
7. The method of delivery of Beneficial Owner Ballots to KCC or your Nominee is at the election and risk of each holder of a Claim. Except as otherwise provided herein, such delivery will be deemed made only when KCC **actually receives** the originally executed Beneficial Owner Ballot or Master Ballot incorporating the Beneficial Owner Ballot. Instead of effecting delivery by first-class mail, it is recommended, though not required, that holders use an overnight or hand delivery service. In all cases, holders should allow sufficient time to assure timely delivery.
8. If multiple Beneficial Owner Ballots are received from the same holder of a Class R-3 Junior Secured Notes Claim with respect to the same Class R-3 Junior Secured Notes Claim prior to the Voting Deadline, the last valid Beneficial Owner Ballot timely received will supersede and revoke any earlier received Beneficial Owner Ballots.
9. If you believe you received the wrong Ballot, or if you need additional Ballots, please immediately contact KCC.
10. If you wish to have your Claim allowed for purposes of voting on the Plan in a manner that is inconsistent with the Ballot you received, you must serve on the Debtors and file with the Bankruptcy Court, on or before

September 30, 2013 at 4:00 p.m. (Eastern Time), a motion for an order pursuant to Bankruptcy Rule 3018(a) temporarily allowing such Claim for purposes of voting (the “**Temporary Allowance Request Motion**”). A Temporary Allowance Request Motion must set forth with particularity the amount and classification of which you believe your Claim should be allowed for voting purposes and the evidence in support of your belief. In respect of any timely-filed Temporary Allowance Request Motion, the Ballot in question shall be counted (a) in the amount established by the Bankruptcy Court in an order entered on or before the Voting Deadline or (b) if such an order has not been entered by the Voting Deadline and unless the Debtors and you have come to an agreement as to the relief requested in the Temporary Allowance Request Motion, in an amount equal to the preprinted amount on the Ballot or in the event you did not receive a Ballot, you shall not have a Ballot counted at all. The Court will schedule a hearing on such motion.

11. This Ballot does not constitute, and shall not be deemed to be, a proof of claim or an assertion or admission of a Claim.
12. If you hold Claims in more than one class under the Plan, you may receive more than one Ballot for each different class. Each Ballot votes only your Claims indicated on that Ballot. Please complete and return each Ballot you receive.
13. Please be sure to sign and date your Ballot. If you are signing a Ballot in your capacity as a trustee, executor, administrator, guardian, attorney in fact, officer of a corporation or otherwise acting in a fiduciary or representative capacity, you must indicate such capacity when signing and, if required or requested by KCC, the Plan Proponents or the Court, must submit proper evidence to the requesting party to so act on behalf of such holder. In addition, please provide your name and mailing address if it is different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

PLEASE MAIL YOUR BALLOT PROMPTLY. FACSIMILE OR OTHER ELECTRONIC (INCLUDING E-MAIL)
TRANSMISSION OF THIS BALLOT WILL NOT BE ACCEPTED.

IF YOU HAVE ANY QUESTIONS REGARDING THE BALLOT OR THE PROCEDURES GENERALLY, OR IF YOU NEED ADDITIONAL COPIES OF THE BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CALL KCC AT (877) 833-4150. PLEASE NOTE THAT KCC IS NOT AUTHORIZED TO, AND WILL NOT, PROVIDE LEGAL ADVICE.

THIS BALLOT IS TO BE USED BY BENEFICIAL OWNERS OF CLASS R-3 JUNIOR SECURED NOTES CLAIMS. PLEASE COMPLETE, SIGN AND DATE THIS BALLOT AND RETURN IT IN THE ENCLOSED ENVELOPE.

ITEM 1. **Claim Amount for Voting Purposes.** The undersigned certifies that as of August 16, 2013 (the “**Voting Record Date**”), it held a Class R-3 Junior Secured Notes Claim in the below amount:

\$_____

ITEM 2. **Vote.** The holder of the Class R-3 Junior Secured Notes Claim that relates to this Ballot votes:

The holder of the Note Claims set forth in Item 1 votes to (please check **only** one box):

- ☐ **ACCEPT** ALL 51 PLANS
- ☐ **REJECT** ALL 51 PLANS
- ☐ ACCEPT **SOME** OF THE 51 PLANS AND REJECT **SOME** OF THE 51 PLANS, AS FOLLOWS:

	<u>ACCEPT</u> THE PLAN FOR THE FOLLOWING DEBTOR(S):	<u>REJECT</u> THE PLAN FOR THE FOLLOWING DEBTOR(S):
1. ditech, LLC	<input type="checkbox"/>	<input type="checkbox"/>
2. DOA Holding Properties, LLC	<input type="checkbox"/>	<input type="checkbox"/>
3. DOA Properties IX (Lots-Other), LLC	<input type="checkbox"/>	<input type="checkbox"/>
4. EPRE LLC	<input type="checkbox"/>	<input type="checkbox"/>
5. Equity Investment I, LLC	<input type="checkbox"/>	<input type="checkbox"/>
6. ETS of Virginia, Inc.	<input type="checkbox"/>	<input type="checkbox"/>
7. ETS of Washington, Inc.	<input type="checkbox"/>	<input type="checkbox"/>
8. Executive Trustee Services, LLC	<input type="checkbox"/>	<input type="checkbox"/>
9. GMAC-RFC Holding Company, LLC	<input type="checkbox"/>	<input type="checkbox"/>
10. GMAC Model Home Finance I, LLC	<input type="checkbox"/>	<input type="checkbox"/>
11. GMAC Mortgage USA Corporation	<input type="checkbox"/>	<input type="checkbox"/>
12. GMAC Mortgage, LLC	<input type="checkbox"/>	<input type="checkbox"/>

	<u>ACCEPT</u> THE PLAN FOR THE FOLLOWING DEBTOR(S):	<u>REJECT</u> THE PLAN FOR THE FOLLOWING DEBTOR(S):
13. GMAC Residential Holding Company, LLC	<input type="checkbox"/>	<input type="checkbox"/>
14. GMACRH Settlement Services, LLC	<input type="checkbox"/>	<input type="checkbox"/>
15. GMACM Borrower LLC	<input type="checkbox"/>	<input type="checkbox"/>
16. GMACM REO LLC	<input type="checkbox"/>	<input type="checkbox"/>
17. GMACR Mortgage Products, LLC	<input type="checkbox"/>	<input type="checkbox"/>
18. HFN REO SUBII, LLC	<input type="checkbox"/>	<input type="checkbox"/>
19. Home Connects Lending Services, LLC	<input type="checkbox"/>	<input type="checkbox"/>
20. Homecomings Financial Real Estate Holdings, LLC	<input type="checkbox"/>	<input type="checkbox"/>
21. Homecomings Financial, LLC	<input type="checkbox"/>	<input type="checkbox"/>
22. Ladue Associates, Inc.	<input type="checkbox"/>	<input type="checkbox"/>
23. Passive Asset Transactions, LLC	<input type="checkbox"/>	<input type="checkbox"/>
24. PATI A, LLC	<input type="checkbox"/>	<input type="checkbox"/>
25. PATI B, LLC	<input type="checkbox"/>	<input type="checkbox"/>
26. PATI Real Estate Holdings, LLC	<input type="checkbox"/>	<input type="checkbox"/>
27. RAHI A, LLC	<input type="checkbox"/>	<input type="checkbox"/>
28. RAHI B, LLC	<input type="checkbox"/>	<input type="checkbox"/>
29. RAHI Real Estate Holdings, LLC	<input type="checkbox"/>	<input type="checkbox"/>
30. RCSFJV2004, LLC	<input type="checkbox"/>	<input type="checkbox"/>
31. Residential Accredit Loans, Inc.	<input type="checkbox"/>	<input type="checkbox"/>

	<u>ACCEPT</u> THE PLAN FOR THE FOLLOWING DEBTOR(S):	<u>REJECT</u> THE PLAN FOR THE FOLLOWING DEBTOR(S):
32. Residential Asset Mortgage Products, Inc.	<input type="checkbox"/>	<input type="checkbox"/>
33. Residential Asset Securities Corporation	<input type="checkbox"/>	<input type="checkbox"/>
34. Residential Capital, LLC	<input type="checkbox"/>	<input type="checkbox"/>
35. Residential Consumer Services of Alabama, LLC	<input type="checkbox"/>	<input type="checkbox"/>
36. Residential Consumer Services of Ohio, LLC	<input type="checkbox"/>	<input type="checkbox"/>
37. Residential Consumer Services of Texas, LLC	<input type="checkbox"/>	<input type="checkbox"/>
38. Residential Consumer Services, LLC	<input type="checkbox"/>	<input type="checkbox"/>
39. Residential Funding Company, LLC	<input type="checkbox"/>	<input type="checkbox"/>
40. Residential Funding Mortgage Exchange, LLC	<input type="checkbox"/>	<input type="checkbox"/>
41. Residential Funding Mortgage Securities I, Inc.	<input type="checkbox"/>	<input type="checkbox"/>
42. Residential Funding Mortgage Securities II, Inc.	<input type="checkbox"/>	<input type="checkbox"/>
43. Residential Funding Real Estate Holdings, LLC	<input type="checkbox"/>	<input type="checkbox"/>
44. Residential Mortgage Real Estate Holdings, LLC	<input type="checkbox"/>	<input type="checkbox"/>
45. RFC – GSAP Servicer Advance, LLC	<input type="checkbox"/>	<input type="checkbox"/>
46. RFC Asset Holdings II, LLC	<input type="checkbox"/>	<input type="checkbox"/>
47. RFC Asset Management, LLC	<input type="checkbox"/>	<input type="checkbox"/>
48. RFC Borrower LLC	<input type="checkbox"/>	<input type="checkbox"/>

	<u>ACCEPT</u> THE PLAN FOR THE FOLLOWING DEBTOR(S):	<u>REJECT</u> THE PLAN FOR THE FOLLOWING DEBTOR(S):
49. RFC Construction Funding, LLC	<input type="checkbox"/>	<input type="checkbox"/>
50. RFC REO LLC	<input type="checkbox"/>	<input type="checkbox"/>
51. RFC SFJV-2002, LLC	<input type="checkbox"/>	<input type="checkbox"/>

THE PLAN CONSISTS OF SEPARATE CHAPTER 11 PLANS FOR EACH OF THE DEBTORS. THIS BENEFICIAL OWNER BALLOT REPRESENTS YOUR VOTE ON THE SEPARATE CHAPTER 11 PLANS FOR EACH OF THE DEBTORS.

THE RELEASE IN ARTICLE IX.D OF THE PLAN PROVIDES:

ON AND AS OF THE EFFECTIVE DATE OF THE PLAN, THE HOLDERS OF CLAIMS AND EQUITY INTERESTS, SHALL BE DEEMED TO PROVIDE A FULL AND COMPLETE DISCHARGE AND RELEASE TO THE ALLY RELEASED PARTIES AND THEIR RESPECTIVE PROPERTY FROM ANY AND ALL CAUSES OF ACTION WHATSOEVER, WHETHER KNOWN OR UNKNOWN, ASSERTED OR UNASSERTED, DERIVATIVE OR DIRECT, FORESEEN OR UNFORESEEN, EXISTING OR HEREINAFTER ARISING, IN LAW, EQUITY, OR OTHERWISE, WHETHER FOR TORT, FRAUD, CONTRACT, VIOLATIONS OF FEDERAL OR STATE SECURITIES LAWS, VEIL PIERCING OR ALTER-EGO THEORIES OF LIABILITY, CONTRIBUTION, INDEMNIFICATION, JOINT LIABILITY, OR OTHERWISE, ARISING FROM OR RELATED IN ANY WAY TO THE DEBTORS, INCLUDING THOSE IN ANY WAY RELATED TO RMBS ISSUED AND/OR SOLD BY THE DEBTORS OR THEIR AFFILIATES AND/OR THE CHAPTER 11 CASES OR THE PLAN, AND ANY OBLIGATIONS UNDER THE DOJ/AG SETTLEMENT, THE CONSENT ORDER, AND THE ORDER OF ASSESSMENT.

ENTRY OF THE CONFIRMATION ORDER SHALL CONSTITUTE THE BANKRUPTCY COURT'S APPROVAL, UNDER SECTION 1123 OF THE BANKRUPTCY CODE AND BANKRUPTCY RULE 9019, OF THE THIRD PARTY RELEASE, AND FURTHER, SHALL CONSTITUTE THE BANKRUPTCY COURT'S FINDING THAT THIS THIRD PARTY RELEASE IS: (1) IN EXCHANGE FOR THE GOOD, VALUABLE AND SUBSTANTIAL CONSIDERATION PROVIDED BY THE ALLY RELEASED PARTIES; (2) IN THE BEST INTERESTS OF THE DEBTORS, THE ESTATES, THE LIQUIDATING TRUST AND ALL HOLDERS OF CLAIMS AND EQUITY INTERESTS; (3) FAIR, EQUITABLE AND REASONABLE; (4) GIVEN AND MADE AFTER DUE NOTICE AND OPPORTUNITY FOR A HEARING; (5) JUSTIFIED BY TRULY UNUSUAL CIRCUMSTANCES; (6) AN ESSENTIAL COMPONENT AND CRITICAL TO THE SUCCESS OF THE PLAN; (7) RESULTED IN DISTRIBUTIONS TO THE CREDITORS THAT WOULD OTHERWISE HAVE BEEN UNAVAILABLE; (8) THE RESULT OF AN IDENTITY OF INTEREST BETWEEN THE DEBTORS AND THE ALLY RELEASED PARTIES REGARDING THE PLAN; AND (9) A BAR TO ANY PARTY ASSERTING A CLAIM OR CAUSE OF ACTION RELEASED PURSUANT TO THIS THIRD PARTY RELEASE AGAINST ANY OF THE ALLY RELEASED PARTIES.

THE EXCULPATION IN ARTICLE IX.G OF THE PLAN PROVIDES:

THE EXCULPATED PARTIES SHALL NEITHER HAVE, NOR INCUR, ANY LIABILITY TO ANY ENTITY FOR ANY PRE-PETITION OR POST-PETITION ACT OR OMISSION TAKEN IN CONNECTION WITH, OR RELATED TO, FORMULATING, NEGOTIATING, PREPARING, DISSEMINATING, SOLICITING, IMPLEMENTING, ADMINISTERING, CONFIRMING, OR EFFECTING THE

CONSUMMATION OF ANY PREPETITION PLAN SUPPORT AGREEMENTS, THE PLAN SUPPORT AGREEMENT, THE PLAN, THE DISCLOSURE STATEMENT, THE FGIC SETTLEMENT AGREEMENT, THE KESSLER SETTLEMENT AGREEMENT, THE RMBS SETTLEMENT, OR ANY CONTRACT, INSTRUMENT, RELEASE, OR OTHER AGREEMENT OR DOCUMENT CREATED OR ENTERED INTO IN CONNECTION WITH THE PLAN, PROVIDED, THAT THE FOREGOING PROVISIONS OF THIS EXCULPATION SHALL HAVE NO EFFECT ON THE LIABILITY OF ANY ENTITY THAT RESULTS FROM ANY SUCH ACT THAT IS DETERMINED IN A FINAL, NON-APPEALABLE ORDER TO HAVE CONSTITUTED GROSS NEGLIGENCE OR WILLFUL MISCONDUCT; PROVIDED, FURTHER, THAT THE EXCULPATED PARTIES SHALL BE ENTITLED TO RELY UPON THE ADVICE OF COUNSEL AND FINANCIAL ADVISORS CONCERNING HIS, HER, OR ITS DUTIES PURSUANT TO, OR IN CONNECTION WITH, ANY PREPETITION PLAN SUPPORT AGREEMENT, THE PLAN SUPPORT AGREEMENT, THE PLAN, THE DISCLOSURE STATEMENT, THE FGIC SETTLEMENT AGREEMENT, AND THE RMBS SETTLEMENT.

THE INJUNCTION IN ARTICLE IX.H OF THE PLAN PROVIDES:

EXCEPT AS OTHERWISE PROVIDED IN THE CONFIRMATION ORDER OR HEREIN AND IN ACCORDANCE WITH ARTICLE IX.E HEREOF, ALL ENTITIES, INCLUDING INVESTORS, WHO HAVE HELD, HOLD OR MAY HOLD CLAIMS, EQUITY INTERESTS, CAUSES OF ACTION OR LIABILITIES THAT CONSTITUTE RELEASED CLAIMS, ARE PERMANENTLY ENJOINED AND PRECLUDED, FROM AND AFTER THE EFFECTIVE DATE OF THE PLAN, FROM: (A) COMMENCING OR CONTINUING IN ANY MANNER OR ACTION OR OTHER PROCEEDING OF ANY KIND AGAINST ANY RELEASED PARTY WHETHER DIRECTLY, DERIVATIVELY OR OTHERWISE, ON ACCOUNT OF OR IN CONNECTION WITH OR WITH RESPECT TO ANY RELEASED CLAIMS; (B) ENFORCING, ATTACHING, COLLECTING OR RECOVERING BY ANY MANNER OR MEANS ANY JUDGMENT, AWARD, DECREE OR ORDER AGAINST ANY RELEASED PARTY ON ACCOUNT OF OR IN CONNECTION WITH OR WITH RESPECT TO ANY RELEASED CLAIMS; (C) CREATING, PERFECTING OR ENFORCING ANY LIEN (OTHER THAN ANY CHARGING LIEN OF A TRUSTEE UNDER ITS RESPECTIVE INDENTURE), CLAIM OR ENCUMBRANCE OF ANY KIND AGAINST ANY RELEASED PARTY ON ACCOUNT OF OR IN CONNECTION WITH OR WITH RESPECT TO ANY RELEASED CLAIMS; (D) ASSERTING ANY RIGHT TO SETOFF, SUBROGATION OR RECOUPMENT OF ANY KIND AGAINST ANY OBLIGATION DUE FROM ANY RELEASED PARTY ON ACCOUNT OF OR IN CONNECTION WITH OR WITH RESPECT TO ANY RELEASED CLAIMS UNLESS SUCH HOLDER HAS FILED A MOTION REQUESTING THE RIGHT TO PERFORM SUCH SETOFF ON OR BEFORE THE CONFIRMATION DATE, AND NOTWITHSTANDING ANY INDICATION IN A PROOF OF CLAIM OR EQUITY INTEREST OR OTHERWISE THAT SUCH HOLDER ASSERTS, HAS OR INTENDS TO PRESERVE ANY RIGHT OF SETOFF PURSUANT TO SECTION 553 OF THE BANKRUPTCY CODE OR OTHERWISE; (E) COMMENCING OR CONTINUING IN ANY MANNER OR ACTION OR OTHER PROCEEDING OF ANY KIND AGAINST ANY RELEASED PARTY ON ACCOUNT OF OR IN CONNECTION WITH OR WITH RESPECT TO ANY RELEASED CLAIMS; AND (F) SEEKING RELIEF OR COLLECTING JUDGMENTS ON AN INVESTOR-RELATED SECURITIES CLAIM IN A MANNER THAT FAILS TO CONFORM WITH THE TERMS OF THE JUDGMENT REDUCTION PROVISION SET FORTH IN THE PLAN AND THE CONFIRMATION ORDER; PROVIDED, THAT NOTHING CONTAINED HEREIN SHALL BE CONSTRUED TO PREVENT ANY ENTITY FROM OBJECTING TO CLAIMS OR DEFENDING AGAINST CLAIMS OBJECTIONS OR COLLECTION ACTIONS WHETHER BY ASSERTING A RIGHT OF SETOFF OR OTHERWISE TO THE EXTENT PERMITTED BY LAW. SUCH INJUNCTION SHALL EXTEND TO THE SUCCESSORS OF THE LIQUIDATING TRUST, IF ANY, AND TO THEIR RESPECTIVE PROPERTIES AND INTERESTS IN PROPERTY. ANY PERSON INJURED BY ANY WILLFUL VIOLATION OF THIS INJUNCTION SHALL BE

ENTITLED TO RECOVER ACTUAL DAMAGES, INCLUDING COSTS AND ATTORNEYS' FEES AND, IN APPROPRIATE CIRCUMSTANCES, MAY RECOVER PUNITIVE DAMAGES FROM THE WILLFUL VIOLATOR.

ITEM 3. Certifications as to Class R-3 Junior Secured Notes Claims. By completing and returning this Beneficial Owner Ballot, the undersigned Beneficial Owner certifies that either (1) it has not submitted any other Ballots for other Class R-3 Junior Secured Notes Claims held in other accounts or other record names or (2) it has provided the information specified in the following table for all other Class R-3 Junior Secured Notes Claims for which it has submitted additional Beneficial Owner Ballots, each of which indicates the same vote to accept or reject the Plan (please use additional sheets of paper if necessary):

ONLY COMPLETE THIS SECTION IF YOU
HAVE VOTED OTHER CLASS R-3 JUNIOR SECURED NOTES CLAIMS ON A BENEFICIAL
OWNER BALLOT OTHER THAN THIS BENEFICIAL OWNER BALLOT.

Account Number with other Nominee (if applicable)	Name of Registered Holder or Other Nominee (if applicable)	Principal Amount of Other Class R-3 Junior Secured Notes Claims Voted
		\$
		\$
		\$
		\$
		\$
		\$
		\$
		\$
		\$

ITEM 4. Certification. By signing this Ballot, the holder of the Class R-3 Junior Secured Notes Claims certifies that it:

- is the holder of the Class R-3 Junior Secured Notes Claims to which this Ballot pertains;
- has been provided with a copy of the Plan, Disclosure Statement and the Disclosure Statement Order and acknowledges that the vote set forth on this Ballot is subject to all the terms and conditions set forth in the Plan, Disclosure Statement, and the Disclosure Statement Order; and
- has not submitted any other Ballots relating to the Class R-3 Junior Secured Notes Claims that are inconsistent with the votes as set forth in this Ballot or that, as limited by the terms of the Disclosure Statement Order and the instructions attached hereto, if such other Ballots were previously submitted, they either have been or are hereby revoked or changed to reflect the vote set forth herein.

Name of Claim Holder (Print or Type): _____

Nominee: _____

Social Security or Federal Tax I.D. No.
(Optional): _____

Signature: _____

Name of Signatory: _____

If Authorized Agent of Claimant, Title of
Agent: _____

Street Address: _____

City, State, and Zip Code: _____

Telephone Number: _____

Email Address (if any): _____

Date Completed: _____

This Ballot is not a letter of transmittal and may not be used for any purpose other than to cast votes to accept or reject the Plan. Holders should not surrender, at this time, certificates representing their securities. KCC will not accept delivery of any such certificates surrendered together with this Ballot. Moreover, this Ballot shall not constitute or be deemed to be a proof of claim or equity interest or an assertion of a claim or equity interest.

**PLEASE COMPLETE, SIGN AND DATE THIS BENEFICIAL OWNER
BALLOT AND RETURN IT PROMPTLY IN THE ENVELOPE PROVIDED.**

**IF KCC DOES NOT ACTUALLY RECEIVE THIS BENEFICIAL OWNER BALLOT (IF PRE-VALIDATED)
OR THE MASTER BALLOT INCORPORATING THE VOTE CAST BY THIS BENEFICIAL OWNER
BALLOT ON OR BEFORE THE VOTING DEADLINE (AND IF THE VOTING DEADLINE IS NOT
EXTENDED), YOUR VOTE TRANSMITTED BY THIS BENEFICIAL OWNER BALLOT WILL NOT BE
COUNTED TOWARD CONFIRMATION.**

**IF YOU HAVE QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, OR IF YOU
NEED AN ADDITIONAL BALLOT OR ADDITIONAL COPIES OF THE DISCLOSURE STATEMENT OR
OTHER ENCLOSED MATERIALS, PLEASE CALL KCC AT (877)-833-4150.**

NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS CONTAINED IN THE MATERIALS MAILED WITH THIS BALLOT OR OTHER MATERIALS AUTHORIZED BY THE BANKRUPTCY COURT.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----)	
In re:	)	Case No. 12-12020 (MG)
)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u>,	)	Chapter 11
)	
Debtors.	)	Jointly Administered
-----)	

**BENEFICIAL OWNER BALLOT FOR ACCEPTING OR
REJECTING THE JOINT CHAPTER 11 PLAN
PROPOSED BY RESIDENTIAL CAPITAL, LLC, ET AL. AND
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

CLASS RS-3 — JUNIOR SECURED NOTES CLAIMS

**PLEASE READ AND FOLLOW THE ENCLOSED VOTING INSTRUCTIONS
FOR COMPLETING THIS BALLOT CAREFULLY BEFORE
COMPLETING THIS BALLOT.**

IN ORDER FOR YOUR VOTE TO BE COUNTED, ALL PRE-VALIDATED BENEFICIAL OWNER BALLOTS (INCLUDING MASTER BALLOTS CAST ON BEHALF OF BENEFICIAL OWNER BALLOTS THAT WERE NOT PRE-VALIDATED) MUST BE COMPLETED, EXECUTED AND RETURNED SO AS TO BE ACTUALLY RECEIVED BY KCC BY OCTOBER 21, 2013 AT 7:00 P.M. (EASTERN TIME) (THE "VOTING DEADLINE") IN ACCORDANCE WITH THE FOLLOWING:

IF YOU RECEIVED A RETURN ENVELOPE ADDRESSED TO YOUR NOMINEE:¹
YOU MUST RETURN THIS BENEFICIAL OWNER BALLOT TO YOUR NOMINEE IN ACCORDANCE WITH THE ENCLOSED INSTRUCTIONS FROM YOUR NOMINEE, AND IN ANY EVENT, IN SUFFICIENT TIME TO PERMIT YOUR NOMINEE TO DELIVER A MASTER BALLOT INCLUDING YOUR VOTE TO KCC BY THE VOTING DEADLINE. PLEASE CONTACT YOUR NOMINEE WITH ANY QUESTIONS REGARDING THE DATE IT NEEDS TO RECEIVE YOUR BENEFICIAL OWNER BALLOT TO TIMELY SUBMIT THE MASTER BALLOT TO KCC.

IF YOU RECEIVED A RETURN ENVELOPE ADDRESSED TO KCC:
YOUR NOMINEE HAS PRE-VALIDATED THIS BENEFICIAL OWNER BALLOT. THEREFORE, YOU MUST RETURN THIS PRE-VALIDATED BENEFICIAL OWNER BALLOT DIRECTLY TO KCC SO IT IS ACTUALLY RECEIVED BY THE VOTING DEADLINE.

On August 23, 2013, the United States Bankruptcy Court for the Southern District of New York (the "Court") signed an order (the "Disclosure Statement Order") which approved the Disclosure Statement dated August 23, 2013 (as the same may be amended, modified, and/or supplemented, including all exhibits thereto, the "Disclosure Statement") with respect to the *Joint Chapter 11 Plan Proposed By Residential Capital, LLC, et al. and the Official Committee of Unsecured Creditors* (as the same may be amended, modified, and/or supplemented, including all exhibits or supplements thereto, including the Plan Supplement, the "Plan") and which establishes certain procedures for the solicitation and tabulation of votes to accept or reject the Plan. The Plan was filed by the above-captioned debtors and debtors-in-possession (the "Debtors") and the Official Committee of Unsecured Creditors (the "Committee," and together with the Debtors, the "Plan Proponents") on August 23, 2013. The Plan is Exhibit 1 to the Disclosure Statement, which is part of the package that accompanies this Ballot (the "Solicitation Package"). The Court's approval of the Disclosure Statement does not indicate approval of the Plan by the Court.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if it is accepted by the holders of at least two-thirds (2/3) in amount and more than one-half (1/2) in number of the Class RS-3 Junior Secured Notes Claims that were voted to accept or reject the Plan, as applicable, and if the Plan otherwise satisfies the applicable requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained, the Bankruptcy Court nonetheless may confirm the Plan if it finds that the Plan (i) provides fair and equitable treatment to, and does not unfairly discriminate against, the Class or Classes rejecting the Plan and (ii) otherwise satisfies the requirements under section 1129(a) of the Bankruptcy Code.

You may wish to seek legal advice concerning the Plan and your classification and treatment under the Plan.

This Beneficial Owner Ballot is being sent to the Beneficial Owners of Class RS-3 Junior Secured Notes Claims. If you hold Claims in other classes in which you are entitled to vote, you will receive a Ballot for each such other class.

Your rights are described in the Disclosure Statement, which was included in the Solicitation Package you are receiving with this Ballot (as well as the Plan, Disclosure Statement Order and certain other materials). If you received Solicitation Package materials in CD-ROM format and desire paper copies, or if you need to obtain additional solicitation

¹ "Nominee" is the broker, dealer, commercial bank, trust company or other agent nominee holding Class RS-3 Junior Secured Notes Claims on behalf of Beneficial Owners as record owners/holders. A "Beneficial Owner" means a beneficial owner of publicly-traded securities whose Claims have not been satisfied prior to the Voting Record Date (as defined below) pursuant to Bankruptcy Court order or otherwise, as reflected in the records maintained by the Nominees (or its own records if it holds such securities on its own behalf) holding Claims through UMB Bank, N.A. as Junior Secured Notes Indenture Trustee.

materials, you may contact Kurtzman Carson Consultants LLC (“KCC”) (a) at the ResCap restructuring website at www.kccllc.net/rescap, (b) upon request by mail to ResCap Balloting Center, c/o, KCC, 2335 Alaska Ave., El Segundo, California, 90245, (c) upon request by calling the ResCap restructuring hotline at (888) 251-2914, or (d) for a fee via PACER at www.nysb.uscourts.gov (a PACER login and password are required to access documents on the Court’s website and can be obtained through the PACER Service Center at www.pacer.psc.uscourts.gov). Copies of the Plan and Disclosure Statement may also be examined by interested parties between the hours of 9:00 a.m. and 4:30 p.m. (Eastern Time) at the office of the Clerk of the Bankruptcy Court, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 511, New York, New York 10004.

IN THE EVENT NO HOLDER OF A CLAIM WITH RESPECT TO A SPECIFIC CLASS FOR A PARTICULAR DEBTOR TIMELY SUBMITS A BALLOT THAT COMPLIES WITH THE DISCLOSURE STATEMENT ORDER INDICATING ACCEPTANCE OR REJECTION OF THE PLAN, SUCH CLASS WILL BE DEEMED TO HAVE ACCEPTED THE PLAN.

ARTICLE IX OF THE PLAN CONTAINS RELEASE, EXCULPATION, AND INJUNCTION PROVISIONS, AND ARTICLE IX.D CONTAINS A THIRD PARTY RELEASE.

IF YOU: (1) VOTE TO ACCEPT THE PLAN, OR (2) FAIL TO TIMELY AND/OR PROPERLY SUBMIT A BALLOT, YOU WILL BE DEEMED TO HAVE CONSENTED TO THE THIRD PARTY RELEASE CONTAINED IN ARTICLE IX.D OF THE PLAN, THE EXCULPATION PROVISION CONTAINED IN ARTICLE IX.G OF THE PLAN, AND THE INJUNCTION PROVISION CONTAINED IN ARTICLE IX.H OF THE PLAN, EACH COPIED BELOW.

REGARDLESS AS TO HOW OR WHETHER YOU VOTED ON THE PLAN, IF THE PLAN IS CONFIRMED, THE RELEASE, EXCULPATION AND INJUNCTION PROVISIONS CONTAINED IN ARTICLE IX OF THE PLAN WILL BE BINDING UPON YOU. THUS, YOU ARE ADVISED TO REVIEW AND CONSIDER THE PLAN CAREFULLY BECAUSE YOUR RIGHTS MIGHT BE AFFECTED THEREUNDER.

VOTING INSTRUCTIONS

1. The Plan Proponents are soliciting votes on the Plan attached as Exhibit 1 to the Disclosure Statement. To this end, holders of Junior Secured Notes Claims may choose to accept or reject all 51 chapter 11 plans (a separate Plan for each of the Debtors), as indicated in Item 2 of the Beneficial Owner Ballot. Additionally, holders of Junior Secured Notes Claims may choose to accept some of the 51 chapter 11 plans, as indicated in Item 2 of the Beneficial Owner Ballot. A Beneficial Owner must vote the full amount of such Beneficial Owner’s Junior Secured Notes Claims to accept or reject the Plan and may not split the amount of such vote. Any Beneficial Owner Ballot executed by a Beneficial Owner that does not indicate a clear acceptance or rejection of each of the 51 chapter 11 plans or that indicates both an acceptance and a rejection of each of the 51 chapter 11 plans will not be counted.
2. All capitalized terms used in the Ballot or these instructions but not otherwise defined therein shall have the meanings ascribed to them in the Plan or the Disclosure Statement Order, as applicable. In the event of a conflict between the Plan, the Ballot and the Disclosure Statement, the terms of the Plan shall control.
3. To ensure that your vote is counted, you must: (a) complete your Beneficial Owner Ballot in accordance with these instructions (and as explained in greater detail in the Confirmation Hearing Notice that were included in the Solicitation Package); (b) clearly indicate your decision either to accept or reject the Plan in the boxes provided in Item 2 of the Beneficial Owner Ballot; (c) review and complete Items 4 and 5 in accordance with the instructions therein; and (d) clearly sign and return an original of your Beneficial Owner Ballot to the address set forth on the enclosed pre-addressed envelope.

4. **Return of Beneficial Owner Ballots:** Your Beneficial Owner Ballot (if pre-validated) and/or the Master Ballot incorporating the vote cast on your Beneficial Owner Ballot **MUST** be returned to KCC so as to be **actually received** by KCC on or before the Voting Deadline, which is October 21, 2013, at 7:00 p.m. (Eastern Time). To ensure your vote is counted toward confirmation of the Plan, please read the following information carefully so that you understand where your Beneficial Owner Ballot must be sent in order for it to be received before the Voting Deadline:
- (i) **Pre-validated Beneficial Owner Ballot:** If you received a Beneficial Owner Ballot and a return envelope addressed to KCC, you must return your completed Beneficial Owner Ballot **directly to KCC** so that it is **actually received** by KCC on or before the Voting Deadline.
 - (ii) **Not pre-validated Beneficial Owner Ballot:** If you received a Beneficial Owner Ballot and a return envelope addressed to your Nominee, you must return your completed Beneficial Owner Ballot **directly to your Nominee** in sufficient time to permit your Nominee to deliver a Master Ballot including your vote to KCC by the Voting Deadline.
5. If a Master Ballot or pre-validated Beneficial Owner Ballot is received **after** the Voting Deadline and if the Voting Deadline is not extended, it will not be counted. Additionally, the following Beneficial Owner Ballots will **NOT** be counted:
- (i) Beneficial Owner Ballots sent to any of the Debtors, the Committee, the Debtors' agents (other than the pre-validated Beneficial Owner Ballots sent to KCC), the Committee's agents, any indenture trustee or the financial or legal advisors to the Debtors, the Committee or the indenture trustee;
 - (ii) Beneficial Owner Ballots sent by facsimile, e-mail or any other electronic means;
 - (iii) any Beneficial Owner Ballot that is illegible or contains insufficient information to permit the identification of the holder of the Claim;
 - (iv) any Beneficial Owner Ballot cast by an entity that does not hold a Claim in a Class that is entitled to vote on the Plan;
 - (v) any unsigned Beneficial Owner Ballot or Master Ballot; and/or
 - (vi) any Beneficial Owner Ballot submitted by any entity not entitled to vote pursuant to the Disclosure Statement Order.
6. Beneficial Owner Ballots that indicate both acceptance and rejection of the Plan or indicate neither an acceptance nor rejection of the Plan will not be counted.
7. The method of delivery of Beneficial Owner Ballots to KCC or your Nominee is at the election and risk of each holder of a Claim. Except as otherwise provided herein, such delivery will be deemed made only when KCC **actually receives** the originally executed Beneficial Owner Ballot or Master Ballot incorporating the Beneficial Owner Ballot. Instead of effecting delivery by first-class mail, it is recommended, though not required, that holders use an overnight or hand delivery service. In all cases, holders should allow sufficient time to assure timely delivery.
8. If multiple Beneficial Owner Ballots are received from the same holder of a Class RS-3 Junior Secured Notes Claim with respect to the same Class RS-3 Junior Secured Notes Claim prior to the Voting Deadline, the last valid Beneficial Owner Ballot timely received will supersede and revoke any earlier received Beneficial Owner Ballots.
9. If you believe you received the wrong Ballot, or if you need additional Ballots, please immediately contact KCC.
10. If you wish to have your Claim allowed for purposes of voting on the Plan in a manner that is inconsistent with the Ballot you received, you must serve on the Debtors and file with the Bankruptcy Court, on or before

September 30, 2013 at 4:00 p.m. (Eastern Time), a motion for an order pursuant to Bankruptcy Rule 3018(a) temporarily allowing such Claim for purposes of voting (the “**Temporary Allowance Request Motion**”). A Temporary Allowance Request Motion must set forth with particularity the amount and classification of which you believe your Claim should be allowed for voting purposes and the evidence in support of your belief. In respect of any timely-filed Temporary Allowance Request Motion, the Ballot in question shall be counted (a) in the amount established by the Bankruptcy Court in an order entered on or before the Voting Deadline or (b) if such an order has not been entered by the Voting Deadline and unless the Debtors and you have come to an agreement as to the relief requested in the Temporary Allowance Request Motion, in an amount equal to the preprinted amount on the Ballot or in the event you did not receive a Ballot, you shall not have a Ballot counted at all. The Court will schedule a hearing on such motion.

11. This Ballot does not constitute, and shall not be deemed to be, a proof of claim or an assertion or admission of a Claim.
12. If you hold Claims in more than one class under the Plan, you may receive more than one Ballot for each different class. Each Ballot votes only your Claims indicated on that Ballot. Please complete and return each Ballot you receive.
13. Please be sure to sign and date your Ballot. If you are signing a Ballot in your capacity as a trustee, executor, administrator, guardian, attorney in fact, officer of a corporation or otherwise acting in a fiduciary or representative capacity, you must indicate such capacity when signing and, if required or requested by KCC, the Plan Proponents or the Court, must submit proper evidence to the requesting party to so act on behalf of such holder. In addition, please provide your name and mailing address if it is different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

PLEASE MAIL YOUR BALLOT PROMPTLY. FACSIMILE OR OTHER ELECTRONIC (INCLUDING E-MAIL)
TRANSMISSION OF THIS BALLOT WILL NOT BE ACCEPTED.

IF YOU HAVE ANY QUESTIONS REGARDING THE BALLOT OR THE PROCEDURES GENERALLY, OR IF YOU NEED ADDITIONAL COPIES OF THE BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CALL KCC AT (877) 833-4150. PLEASE NOTE THAT KCC IS NOT AUTHORIZED TO, AND WILL NOT, PROVIDE LEGAL ADVICE.

THIS BALLOT IS TO BE USED BY BENEFICIAL OWNERS OF CLASS RS-3 JUNIOR SECURED NOTES CLAIMS. PLEASE COMPLETE, SIGN AND DATE THIS BALLOT AND RETURN IT IN THE ENCLOSED ENVELOPE.

ITEM 1. **Claim Amount for Voting Purposes.** The undersigned certifies that as of August 16, 2013 (the “**Voting Record Date**”), it held a Class RS-3 Junior Secured Notes Claim in the below amount:

\$_____

ITEM 2. **Vote.** The holder of the Class RS-3 Junior Secured Notes Claim that relates to this Ballot votes:

The holder of the Note Claims set forth in Item 1 votes to (please check **only** one box):

- ☐ **ACCEPT** ALL 51 PLANS
- ☐ **REJECT** ALL 51 PLANS
- ☐ ACCEPT **SOME** OF THE 51 PLANS AND REJECT **SOME** OF THE 51 PLANS, AS FOLLOWS:

	<u>ACCEPT</u> THE PLAN FOR THE FOLLOWING DEBTOR(S):	<u>REJECT</u> THE PLAN FOR THE FOLLOWING DEBTOR(S):
1. ditech, LLC	<input type="checkbox"/>	<input type="checkbox"/>
2. DOA Holding Properties, LLC	<input type="checkbox"/>	<input type="checkbox"/>
3. DOA Properties IX (Lots-Other), LLC	<input type="checkbox"/>	<input type="checkbox"/>
4. EPRE LLC	<input type="checkbox"/>	<input type="checkbox"/>
5. Equity Investment I, LLC	<input type="checkbox"/>	<input type="checkbox"/>
6. ETS of Virginia, Inc.	<input type="checkbox"/>	<input type="checkbox"/>
7. ETS of Washington, Inc.	<input type="checkbox"/>	<input type="checkbox"/>
8. Executive Trustee Services, LLC	<input type="checkbox"/>	<input type="checkbox"/>
9. GMAC-RFC Holding Company, LLC	<input type="checkbox"/>	<input type="checkbox"/>
10. GMAC Model Home Finance I, LLC	<input type="checkbox"/>	<input type="checkbox"/>
11. GMAC Mortgage USA Corporation	<input type="checkbox"/>	<input type="checkbox"/>
12. GMAC Mortgage, LLC	<input type="checkbox"/>	<input type="checkbox"/>

	<u>ACCEPT</u> THE PLAN FOR THE FOLLOWING DEBTOR(S):	<u>REJECT</u> THE PLAN FOR THE FOLLOWING DEBTOR(S):
13. GMAC Residential Holding Company, LLC	<input type="checkbox"/>	<input type="checkbox"/>
14. GMACRH Settlement Services, LLC	<input type="checkbox"/>	<input type="checkbox"/>
15. GMACM Borrower LLC	<input type="checkbox"/>	<input type="checkbox"/>
16. GMACM REO LLC	<input type="checkbox"/>	<input type="checkbox"/>
17. GMACR Mortgage Products, LLC	<input type="checkbox"/>	<input type="checkbox"/>
18. HFN REO SUBII, LLC	<input type="checkbox"/>	<input type="checkbox"/>
19. Home Connects Lending Services, LLC	<input type="checkbox"/>	<input type="checkbox"/>
20. Homecomings Financial Real Estate Holdings, LLC	<input type="checkbox"/>	<input type="checkbox"/>
21. Homecomings Financial, LLC	<input type="checkbox"/>	<input type="checkbox"/>
22. Ladue Associates, Inc.	<input type="checkbox"/>	<input type="checkbox"/>
23. Passive Asset Transactions, LLC	<input type="checkbox"/>	<input type="checkbox"/>
24. PATI A, LLC	<input type="checkbox"/>	<input type="checkbox"/>
25. PATI B, LLC	<input type="checkbox"/>	<input type="checkbox"/>
26. PATI Real Estate Holdings, LLC	<input type="checkbox"/>	<input type="checkbox"/>
27. RAHI A, LLC	<input type="checkbox"/>	<input type="checkbox"/>
28. RAHI B, LLC	<input type="checkbox"/>	<input type="checkbox"/>
29. RAHI Real Estate Holdings, LLC	<input type="checkbox"/>	<input type="checkbox"/>
30. RCSFJV2004, LLC	<input type="checkbox"/>	<input type="checkbox"/>
31. Residential Accredit Loans, Inc.	<input type="checkbox"/>	<input type="checkbox"/>

	<u>ACCEPT</u> THE PLAN FOR THE FOLLOWING DEBTOR(S):	<u>REJECT</u> THE PLAN FOR THE FOLLOWING DEBTOR(S):
32. Residential Asset Mortgage Products, Inc.	<input type="checkbox"/>	<input type="checkbox"/>
33. Residential Asset Securities Corporation	<input type="checkbox"/>	<input type="checkbox"/>
34. Residential Capital, LLC	<input type="checkbox"/>	<input type="checkbox"/>
35. Residential Consumer Services of Alabama, LLC	<input type="checkbox"/>	<input type="checkbox"/>
36. Residential Consumer Services of Ohio, LLC	<input type="checkbox"/>	<input type="checkbox"/>
37. Residential Consumer Services of Texas, LLC	<input type="checkbox"/>	<input type="checkbox"/>
38. Residential Consumer Services, LLC	<input type="checkbox"/>	<input type="checkbox"/>
39. Residential Funding Company, LLC	<input type="checkbox"/>	<input type="checkbox"/>
40. Residential Funding Mortgage Exchange, LLC	<input type="checkbox"/>	<input type="checkbox"/>
41. Residential Funding Mortgage Securities I, Inc.	<input type="checkbox"/>	<input type="checkbox"/>
42. Residential Funding Mortgage Securities II, Inc.	<input type="checkbox"/>	<input type="checkbox"/>
43. Residential Funding Real Estate Holdings, LLC	<input type="checkbox"/>	<input type="checkbox"/>
44. Residential Mortgage Real Estate Holdings, LLC	<input type="checkbox"/>	<input type="checkbox"/>
45. RFC – GSAP Servicer Advance, LLC	<input type="checkbox"/>	<input type="checkbox"/>
46. RFC Asset Holdings II, LLC	<input type="checkbox"/>	<input type="checkbox"/>
47. RFC Asset Management, LLC	<input type="checkbox"/>	<input type="checkbox"/>
48. RFC Borrower LLC	<input type="checkbox"/>	<input type="checkbox"/>

	<u>ACCEPT</u> THE PLAN FOR THE FOLLOWING DEBTOR(S):	<u>REJECT</u> THE PLAN FOR THE FOLLOWING DEBTOR(S):
49. RFC Construction Funding, LLC	<input type="checkbox"/>	<input type="checkbox"/>
50. RFC REO LLC	<input type="checkbox"/>	<input type="checkbox"/>
51. RFC SFJV-2002, LLC	<input type="checkbox"/>	<input type="checkbox"/>

THE PLAN CONSISTS OF SEPARATE CHAPTER 11 PLANS FOR EACH OF THE DEBTORS. THIS BENEFICIAL OWNER BALLOT REPRESENTS YOUR VOTE ON THE SEPARATE CHAPTER 11 PLANS FOR EACH OF THE DEBTORS.

THE RELEASE IN ARTICLE IX.D OF THE PLAN PROVIDES:

ON AND AS OF THE EFFECTIVE DATE OF THE PLAN, THE HOLDERS OF CLAIMS AND EQUITY INTERESTS, SHALL BE DEEMED TO PROVIDE A FULL AND COMPLETE DISCHARGE AND RELEASE TO THE ALLY RELEASED PARTIES AND THEIR RESPECTIVE PROPERTY FROM ANY AND ALL CAUSES OF ACTION WHATSOEVER, WHETHER KNOWN OR UNKNOWN, ASSERTED OR UNASSERTED, DERIVATIVE OR DIRECT, FORESEEN OR UNFORESEEN, EXISTING OR HEREINAFTER ARISING, IN LAW, EQUITY, OR OTHERWISE, WHETHER FOR TORT, FRAUD, CONTRACT, VIOLATIONS OF FEDERAL OR STATE SECURITIES LAWS, VEIL PIERCING OR ALTER-EGO THEORIES OF LIABILITY, CONTRIBUTION, INDEMNIFICATION, JOINT LIABILITY, OR OTHERWISE, ARISING FROM OR RELATED IN ANY WAY TO THE DEBTORS, INCLUDING THOSE IN ANY WAY RELATED TO RMBS ISSUED AND/OR SOLD BY THE DEBTORS OR THEIR AFFILIATES AND/OR THE CHAPTER 11 CASES OR THE PLAN, AND ANY OBLIGATIONS UNDER THE DOJ/AG SETTLEMENT, THE CONSENT ORDER, AND THE ORDER OF ASSESSMENT.

ENTRY OF THE CONFIRMATION ORDER SHALL CONSTITUTE THE BANKRUPTCY COURT'S APPROVAL, UNDER SECTION 1123 OF THE BANKRUPTCY CODE AND BANKRUPTCY RULE 9019, OF THE THIRD PARTY RELEASE, AND FURTHER, SHALL CONSTITUTE THE BANKRUPTCY COURT'S FINDING THAT THIS THIRD PARTY RELEASE IS: (1) IN EXCHANGE FOR THE GOOD, VALUABLE AND SUBSTANTIAL CONSIDERATION PROVIDED BY THE ALLY RELEASED PARTIES; (2) IN THE BEST INTERESTS OF THE DEBTORS, THE ESTATES, THE LIQUIDATING TRUST AND ALL HOLDERS OF CLAIMS AND EQUITY INTERESTS; (3) FAIR, EQUITABLE AND REASONABLE; (4) GIVEN AND MADE AFTER DUE NOTICE AND OPPORTUNITY FOR A HEARING; (5) JUSTIFIED BY TRULY UNUSUAL CIRCUMSTANCES; (6) AN ESSENTIAL COMPONENT AND CRITICAL TO THE SUCCESS OF THE PLAN; (7) RESULTED IN DISTRIBUTIONS TO THE CREDITORS THAT WOULD OTHERWISE HAVE BEEN UNAVAILABLE; (8) THE RESULT OF AN IDENTITY OF INTEREST BETWEEN THE DEBTORS AND THE ALLY RELEASED PARTIES REGARDING THE PLAN; AND (9) A BAR TO ANY PARTY ASSERTING A CLAIM OR CAUSE OF ACTION RELEASED PURSUANT TO THIS THIRD PARTY RELEASE AGAINST ANY OF THE ALLY RELEASED PARTIES.

THE EXCULPATION IN ARTICLE IX.G OF THE PLAN PROVIDES:

THE EXCULPATED PARTIES SHALL NEITHER HAVE, NOR INCUR, ANY LIABILITY TO ANY ENTITY FOR ANY PRE-PETITION OR POST-PETITION ACT OR OMISSION TAKEN IN CONNECTION WITH, OR RELATED TO, FORMULATING, NEGOTIATING, PREPARING, DISSEMINATING, SOLICITING, IMPLEMENTING, ADMINISTERING, CONFIRMING, OR EFFECTING THE

CONSUMMATION OF ANY PREPETITION PLAN SUPPORT AGREEMENTS, THE PLAN SUPPORT AGREEMENT, THE PLAN, THE DISCLOSURE STATEMENT, THE FGIC SETTLEMENT AGREEMENT, THE KESSLER SETTLEMENT AGREEMENT, THE RMBS SETTLEMENT, OR ANY CONTRACT, INSTRUMENT, RELEASE, OR OTHER AGREEMENT OR DOCUMENT CREATED OR ENTERED INTO IN CONNECTION WITH THE PLAN, PROVIDED, THAT THE FOREGOING PROVISIONS OF THIS EXCULPATION SHALL HAVE NO EFFECT ON THE LIABILITY OF ANY ENTITY THAT RESULTS FROM ANY SUCH ACT THAT IS DETERMINED IN A FINAL, NON-APPEALABLE ORDER TO HAVE CONSTITUTED GROSS NEGLIGENCE OR WILLFUL MISCONDUCT; PROVIDED, FURTHER, THAT THE EXCULPATED PARTIES SHALL BE ENTITLED TO RELY UPON THE ADVICE OF COUNSEL AND FINANCIAL ADVISORS CONCERNING HIS, HER, OR ITS DUTIES PURSUANT TO, OR IN CONNECTION WITH, ANY PREPETITION PLAN SUPPORT AGREEMENT, THE PLAN SUPPORT AGREEMENT, THE PLAN, THE DISCLOSURE STATEMENT, THE FGIC SETTLEMENT AGREEMENT, AND THE RMBS SETTLEMENT.

THE INJUNCTION IN ARTICLE IX.H OF THE PLAN PROVIDES:

EXCEPT AS OTHERWISE PROVIDED IN THE CONFIRMATION ORDER OR HEREIN AND IN ACCORDANCE WITH ARTICLE IX.E HEREOF, ALL ENTITIES, INCLUDING INVESTORS, WHO HAVE HELD, HOLD OR MAY HOLD CLAIMS, EQUITY INTERESTS, CAUSES OF ACTION OR LIABILITIES THAT CONSTITUTE RELEASED CLAIMS, ARE PERMANENTLY ENJOINED AND PRECLUDED, FROM AND AFTER THE EFFECTIVE DATE OF THE PLAN, FROM: (A) COMMENCING OR CONTINUING IN ANY MANNER OR ACTION OR OTHER PROCEEDING OF ANY KIND AGAINST ANY RELEASED PARTY WHETHER DIRECTLY, DERIVATIVELY OR OTHERWISE, ON ACCOUNT OF OR IN CONNECTION WITH OR WITH RESPECT TO ANY RELEASED CLAIMS; (B) ENFORCING, ATTACHING, COLLECTING OR RECOVERING BY ANY MANNER OR MEANS ANY JUDGMENT, AWARD, DECREE OR ORDER AGAINST ANY RELEASED PARTY ON ACCOUNT OF OR IN CONNECTION WITH OR WITH RESPECT TO ANY RELEASED CLAIMS; (C) CREATING, PERFECTING OR ENFORCING ANY LIEN (OTHER THAN ANY CHARGING LIEN OF A TRUSTEE UNDER ITS RESPECTIVE INDENTURE), CLAIM OR ENCUMBRANCE OF ANY KIND AGAINST ANY RELEASED PARTY ON ACCOUNT OF OR IN CONNECTION WITH OR WITH RESPECT TO ANY RELEASED CLAIMS; (D) ASSERTING ANY RIGHT TO SETOFF, SUBROGATION OR RECOUPMENT OF ANY KIND AGAINST ANY OBLIGATION DUE FROM ANY RELEASED PARTY ON ACCOUNT OF OR IN CONNECTION WITH OR WITH RESPECT TO ANY RELEASED CLAIMS UNLESS SUCH HOLDER HAS FILED A MOTION REQUESTING THE RIGHT TO PERFORM SUCH SETOFF ON OR BEFORE THE CONFIRMATION DATE, AND NOTWITHSTANDING ANY INDICATION IN A PROOF OF CLAIM OR EQUITY INTEREST OR OTHERWISE THAT SUCH HOLDER ASSERTS, HAS OR INTENDS TO PRESERVE ANY RIGHT OF SETOFF PURSUANT TO SECTION 553 OF THE BANKRUPTCY CODE OR OTHERWISE; (E) COMMENCING OR CONTINUING IN ANY MANNER OR ACTION OR OTHER PROCEEDING OF ANY KIND AGAINST ANY RELEASED PARTY ON ACCOUNT OF OR IN CONNECTION WITH OR WITH RESPECT TO ANY RELEASED CLAIMS; AND (F) SEEKING RELIEF OR COLLECTING JUDGMENTS ON AN INVESTOR-RELATED SECURITIES CLAIM IN A MANNER THAT FAILS TO CONFORM WITH THE TERMS OF THE JUDGMENT REDUCTION PROVISION SET FORTH IN THE PLAN AND THE CONFIRMATION ORDER; PROVIDED, THAT NOTHING CONTAINED HEREIN SHALL BE CONSTRUED TO PREVENT ANY ENTITY FROM OBJECTING TO CLAIMS OR DEFENDING AGAINST CLAIMS OBJECTIONS OR COLLECTION ACTIONS WHETHER BY ASSERTING A RIGHT OF SETOFF OR OTHERWISE TO THE EXTENT PERMITTED BY LAW. SUCH INJUNCTION SHALL EXTEND TO THE SUCCESSORS OF THE LIQUIDATING TRUST, IF ANY, AND TO THEIR RESPECTIVE PROPERTIES AND INTERESTS IN PROPERTY. ANY PERSON INJURED BY ANY WILLFUL VIOLATION OF THIS INJUNCTION SHALL BE

ENTITLED TO RECOVER ACTUAL DAMAGES, INCLUDING COSTS AND ATTORNEYS' FEES AND, IN APPROPRIATE CIRCUMSTANCES, MAY RECOVER PUNITIVE DAMAGES FROM THE WILLFUL VIOLATOR.

ITEM 3. Certifications as to Class RS-3 Junior Secured Notes Claims. By completing and returning this Beneficial Owner Ballot, the undersigned Beneficial Owner certifies that either (1) it has not submitted any other Ballots for other Class RS-3 Junior Secured Notes Claims held in other accounts or other record names or (2) it has provided the information specified in the following table for all other Class RS-3 Junior Secured Notes Claims for which it has submitted additional Beneficial Owner Ballots, each of which indicates the same vote to accept or reject the Plan (please use additional sheets of paper if necessary):

ONLY COMPLETE THIS SECTION IF YOU
HAVE VOTED OTHER CLASS RS-3 JUNIOR SECURED NOTES CLAIMS ON A BENEFICIAL
OWNER BALLOT OTHER THAN THIS BENEFICIAL OWNER BALLOT.

Account Number with other Nominee (if applicable)	Name of Registered Holder or Other Nominee (if applicable)	Principal Amount of Other Class RS-3 Junior Secured Notes Claims Voted
		\$
		\$
		\$
		\$
		\$
		\$
		\$
		\$
		\$

ITEM 4. Certification. By signing this Ballot, the holder of the Class RS-3 Junior Secured Notes Claims certifies that it:

- a. is the holder of the Class RS-3 Junior Secured Notes Claims to which this Ballot pertains;
- b. has been provided with a copy of the Plan, Disclosure Statement and the Disclosure Statement Order and acknowledges that the vote set forth on this Ballot is subject to all the terms and conditions set forth in the Plan, Disclosure Statement, and the Disclosure Statement Order; and
- c. has not submitted any other Ballots relating to the Class RS-3 Junior Secured Notes Claims that are inconsistent with the votes as set forth in this Ballot or that, as limited by the terms of the Disclosure Statement Order and the instructions attached hereto, if such other Ballots were previously submitted, they either have been or are hereby revoked or changed to reflect the vote set forth herein.

Name of Claim Holder (Print or Type): _____

Nominee: _____

Social Security or Federal Tax I.D. No.
(Optional): _____

Signature: _____

Name of Signatory: _____

If Authorized Agent of Claimant, Title of
Agent: _____

Street Address: _____

City, State, and Zip Code: _____

Telephone Number: _____

Email Address (if any): _____

Date Completed: _____

This Ballot is not a letter of transmittal and may not be used for any purpose other than to cast votes to accept or reject the Plan. Holders should not surrender, at this time, certificates representing their securities. KCC will not accept delivery of any such certificates surrendered together with this Ballot. Moreover, this Ballot shall not constitute or be deemed to be a proof of claim or equity interest or an assertion of a claim or equity interest.

**PLEASE COMPLETE, SIGN AND DATE THIS BENEFICIAL OWNER
BALLOT AND RETURN IT PROMPTLY IN THE ENVELOPE PROVIDED.**

**IF KCC DOES NOT ACTUALLY RECEIVE THIS BENEFICIAL OWNER BALLOT (IF PRE-VALIDATED)
OR THE MASTER BALLOT INCORPORATING THE VOTE CAST BY THIS BENEFICIAL OWNER
BALLOT ON OR BEFORE THE VOTING DEADLINE (AND IF THE VOTING DEADLINE IS NOT
EXTENDED), YOUR VOTE TRANSMITTED BY THIS BENEFICIAL OWNER BALLOT WILL NOT BE
COUNTED TOWARD CONFIRMATION.**

**IF YOU HAVE QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, OR IF YOU
NEED AN ADDITIONAL BALLOT OR ADDITIONAL COPIES OF THE DISCLOSURE STATEMENT OR
OTHER ENCLOSED MATERIALS, PLEASE CALL KCC AT (877)-833-4150.**

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Exhibit GG

Name	NoticeName	Address1	Address2	City	State	Zip
Banc of Americas Securities LLC	Reorg	222 Broadway	27th Fl	New York	NY	10038
Barclays Bank Inc LE	Giovanna Laurella	70 Hudson St	7th Fl	Jersey City	NJ	07302-0000
Barclays Capital Inc / Barclays Capital	Nellie Foo	200 Cedar Knolls Rd		Whippany	NJ	07981-0000
BNP Paribas NY Branch	Dean Galli	525 Washington Blvd	9th Fl	Jersey City	NJ	07310
BNY Mellon	Enis Suljic	525 William Penn Pl	Rm 300	Pittsburgh	PA	15259
Broadridge	Receiving Dept	51 Mercedes Way		Edgewood	NY	11717
Brown Brothers Harriman & Co	Corporate Actions	525 Washington Blvd	New Port Towers	Jersey City	NJ	07302-0000
Charles Schwab & Co Inc	Nancy Brim	2423 E Lincoln Dr	PHX PEAK 02 K130	Phoenix	AZ	85016
Citibank NA	Sandra Hernandez	3800 Citibank Center B3 12		Tampa	FL	33610
Citigroup Global Markets Inc Salomon	Brian Cotton	111 Wall St	6th Fl	New York	NY	10005
Credit Suisse Securities USA LLC	Adam Miranda	1 Madison Ave	2nd Fl	New York	NY	10010
Custodial Trust Co	Adriana Laramore	14201 Dallas Pkwy		Dallas	TX	75254
Deutsche Bank Securities Inc	Ira Kovins	Harborside Financial Ctr	100 Plaza One 2nd Fl - Corp Actions	Jersey City	NJ	07311-0000
ETrade Clearing LLC	Matt Freifeld	1981 Marcus Ave	Ste 100	Lake Success	NY	11042
Goldman Sachs & Co	Gloria Lio	30 Hudson St		Jersey City	NJ	07302-4699
Goldman Sachs Bank USA	Christine Hartwig	30 Hudson St		Jersey City	NJ	07302-4699
Goldman Sachs Execution & Clearing	Andrew Warren	30 Hudson St		Jersey City	NJ	07302-4699
J P Morgan Clearing Corp	Proxy Dept Manager	14201 Dallas Pkwy		Dallas	TX	75254
JP Morgan Securities Inc Fixed	Jack Dickson	14201 N Dallas Tollway	12 th Fl	Dalls	TX	75254
JPMorgan Chase Bank NA	Reorg Dept	14201 Dallas Pkwy		Dallas	TX	75254
Manufacturers and Traders Trust Co	Stephen Schmidt	1 M & T Plz	8th Fl	Buffalo	NY	14203
Mediant Communications	Stephanie Fitzhenry	109 N 5th St		Saddle Brook	NJ	07663
Morgan Stanley & Co Inc	Michelle Ford	1300 Thames St	7th Floor	Baltimore	MD	21231
Morgan Stanley Smith Barney	Suzanne Mundle	Harborside Financial Ctr	230 Plaza Three 6th Fl	Jersey City	NJ	07311
National Financial Services	Lou Trezza	200 Liberty St		New York	NY	10281
Northern Trust Co	Stella Castaneda	801 S Canal St	Attn Capital Structures C1N	Chicago	IL	60607
RBC Capital Markets Corporation	Steve Schafer Jr	60 S 6th St	P09	Minneapolis	MN	55402-4400
State Street Bank and Trust Co	Sandra Polizio	Corp Actions JAB5E	1776 Heritage Dr	North Quincy	MA	02171-0000
The Bank of New York Mellon	Beth Stiffler	525 William Penn Pl	Rm 300	Pittsburgh	PA	15259
The Bank of New York Mellon/DBAG Lon	Donna Steinman	One Wall St		New York	NY	10286
The Depository Trust Co	Swabera Mohamed	570 Washington Blvd		Jersey City	NJ	07310
UBS Securities LLC	Michael Marciano	480 Washington Blvd		Jersey City	NJ	07310-0000
US Bank NA	Tim Randall	MK WI S302	1555 N Rivercenter Dr	Milwaukee	WI	53212
Wells Fargo Bank National Association	Kevin St Louis	733 Marquette Ave	MAC N9306 057 5th Fl	Minneapolis	MN	55402

Exhibit HH

NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS CONTAINED IN THE MATERIALS MAILED WITH THIS BALLOT OR OTHER MATERIALS AUTHORIZED BY THE BANKRUPTCY COURT.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)
) Case No. 12-12020 (MG)
)
RESIDENTIAL CAPITAL, LLC, et al.,) Chapter 11
)
Debtors.) Jointly Administered
)

**MASTER BALLOT FOR ACCEPTING OR REJECTING
THE JOINT CHAPTER 11 PLAN PROPOSED BY RESIDENTIAL
CAPITAL, LLC, ET AL. AND THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS**

CLASS GS-3 — JUNIOR SECURED NOTES CLAIMS

**PLEASE READ AND FOLLOW THE ENCLOSED VOTING INSTRUCTIONS
FOR COMPLETING THIS BALLOT CAREFULLY BEFORE
COMPLETING THIS BALLOT.**

On August 23, 2013, the United States Bankruptcy Court for the Southern District of New York (the “**Court**”) signed an order (the “**Disclosure Statement Order**”) which approved the Disclosure Statement dated August 23, 2013 (as the same may be amended, modified, and/or supplemented, including all exhibits thereto, the “**Disclosure Statement**”) with respect to the *Joint Chapter 11 Plan Proposed By Residential Capital, LLC, et al. and the Official Committee of Unsecured Creditors* (as the same may be amended, modified, and/or supplemented, including all exhibits or supplements thereto, including the Plan Supplement, the “**Plan**”) and which establishes certain procedures for the solicitation and tabulation of votes to accept or reject the Plan. The Plan was filed by the above-captioned debtors and debtors-in-possession (the “**Debtors**”) and the Official Committee of Unsecured Creditors (the “**Committee**,” and together with the Debtors, the “**Plan Proponents**”) on August 23, 2013. The Plan is Exhibit 1 to the Disclosure Statement, which is part of the package that accompanies this Ballot (the “**Solicitation Package**”). The Court’s approval of the Disclosure Statement does not indicate approval of the Plan by the Court.

The Plan Proponents have sent this Master Ballot to you because our records indicate that you are a broker, dealer, commercial bank, trust company, or other agent nominee (each, a “**Nominee**”) of a Beneficial Owner of Class GS-3 Junior Secured Notes Claims under the Plan as of August 16, 2013 (the “**Voting Record Date**”).¹

As a Nominee, you are required to immediately deliver a Solicitation Package, including a Beneficial Owner Ballot, to each Beneficial Owner for whom you hold Class GS-3 Junior Secured Notes Claims and take any action required to enable such Beneficial Owner to timely vote its Claim to accept or reject the Plan. You should include in each Solicitation Package a return envelope addressed to you (and not include a return envelope addressed to KCC), unless you

¹ A “**Beneficial Owner**” means a beneficial owner of publicly-traded securities whose Claims have not been satisfied prior to the Voting Record Date (as defined below) pursuant to Bankruptcy Court order or otherwise, as reflected in the records maintained by the Nominees (or its own records if it holds such securities on its own behalf) holding Claims through UMB Bank, N.A., as indenture trustee or successor indenture trustee under the Junior Secured Notes Indenture, together with its respective successors and assigns.

choose to pre-validate such Beneficial Owner Ballot, in which case the Solicitation Package should include a return envelope addressed only to KCC. With respect to any Beneficial Owner Ballots returned to you, you must (1) execute this Master Ballot so as to reflect the voting instructions given to you in the Beneficial Owner Ballots by the Beneficial Owners for whom you hold Class GS-3 Junior Secured Notes Claims and (2) forward this Master Ballot to KCC in accordance with the Master Ballot Instructions accompanying this Master Ballot.

If you are both the record holder and a Beneficial Owner of any Class GS-3 Junior Secured Notes Claims and you wish to vote the Class [GS-3] Junior Secured Notes Claims for which you are a Beneficial Owner, you may complete a Beneficial Owner Ballot or this Master Ballot with respect to such Class GS-3 Junior Secured Notes Claims.

Your rights are described in the Disclosure Statement, which was included in the Solicitation Package you are receiving with this Ballot (as well as the Plan, Disclosure Statement Order and certain other materials). If you received Solicitation Package materials in CD-ROM format and desire paper copies, or if you need to obtain additional solicitation materials, you may contact Kurtzman Carson Consultants LLC ("**KCC**") (a) at the ResCap restructuring website at www.kccllc.net/rescap, (b) upon request by mail to ResCap Balloting Center, c/o, KCC, 2335 Alaska Ave., El Segundo, California, 90245, (c) upon request by calling the ResCap restructuring hotline at (888) 251-2914, or (d) for a fee via PACER at www.nysb.uscourts.gov (a PACER login and password are required to access documents on the Court's website and can be obtained through the PACER Service Center at www.pacer.psc.uscourts.gov). Copies of the Plan and Disclosure Statement may also be examined by interested parties between the hours of 9:00 a.m. and 4:30 p.m. (Eastern Time) at the office of the Clerk of the Bankruptcy Court, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 511, New York, New York 10004.

ARTICLE IX OF THE PLAN CONTAINS RELEASE, EXCULPATION, AND
INJUNCTION PROVISIONS, AND ARTICLE IX.D CONTAINS A THIRD PARTY RELEASE.

IF YOU: (1) VOTE TO ACCEPT THE PLAN, OR (2) FAIL TO TIMELY AND/OR PROPERLY
SUBMIT A BALLOT, YOU WILL BE DEEMED TO HAVE CONSENTED TO THE THIRD
PARTY RELEASE CONTAINED IN ARTICLE IX.D OF THE PLAN, THE EXCULPATION
PROVISION CONTAINED IN ARTICLE IX.G OF THE PLAN, AND THE INJUNCTION PROVISION
CONTAINED IN ARTICLE IX.H OF THE PLAN, EACH COPIED BELOW.

REGARDLESS AS TO HOW OR WHETHER YOU VOTED ON THE PLAN, IF THE PLAN IS
CONFIRMED, THE RELEASE, EXCULPATION AND INJUNCTION PROVISIONS
CONTAINED IN ARTICLE IX OF THE PLAN WILL BE BINDING UPON YOU. THUS,
YOU ARE ADVISED TO REVIEW AND CONSIDER THE PLAN CAREFULLY BECAUSE
YOUR RIGHTS MIGHT BE AFFECTED THEREUNDER.

VOTING INSTRUCTIONS

1. All capitalized terms used in the Master Ballot or these instructions but not otherwise defined therein shall have the meanings ascribed to them in the Plan or the Disclosure Statement Order, as applicable. In the event of a conflict between the Plan, the Master Ballot and the Disclosure Statement, the terms of the Plan shall control.
2. You should immediately distribute Solicitation Package(s), including Beneficial Owners Ballots, to each Beneficial Owner (or intermediary nominees, if applicable) of Class GS-3 Junior Secured Notes Claims, and take any action required to enable each such Beneficial Owner to timely vote their Claims.
3. If you are both the record holder and the Beneficial Owner of any principal amount of the Class GS-3 Junior Secured Notes Claims and you wish to vote any Class GS-3 Junior Secured Notes Claims on account thereof, you may complete and execute either an individual Beneficial Owner Ballot or a Master Ballot and return the same to KCC in accordance with these instructions.

4. If you are transmitting the votes of any Beneficial Owners other than yourself, you may, at your option, elect to pre-validate the Beneficial Owner Ballots sent to you by KCC. Based on your decision as to whether or not to pre-validate Beneficial Owners Ballots, the instructions in either paragraph (5) or paragraph (6) apply (but not both).
5. **PRE-VALIDATED BENEFICIAL OWNER BALLOTS:** A Nominee “pre-validates” a Beneficial Owner Ballot by indicating thereon the Beneficial Owner of the Class GS-3 Junior Secured Notes Claims voted the amount of the Class GS-3 Junior Secured Notes Claims held by the Beneficial Owner and the appropriate account numbers through which the Beneficial Owner’s holdings are derived. If you choose to pre-validate individual Beneficial Owner Ballots, you must immediately: (a) “pre-validate” the individual Beneficial Owner Ballot contained in the Solicitation Package sent to you by KCC, and (b) forward the Solicitation Package to the Beneficial Owner for voting, including:
 - (i) the pre-validated Beneficial Owner Ballot;
 - (ii) a return envelope addressed to KCC as follows: ResCap Balloting Center, c/o KCC, 599 Lexington Avenue, 39th Floor, New York, NY 10022; and
 - (iii) clear instructions stating that Beneficial Owners must return their pre-validated Beneficial Owner Ballot directly to KCC so that it is actually received by KCC on or before 7:00 pm (Eastern Time) on October 21, 2013 (the “Voting Deadline”).
6. **NON PRE-VALIDATED BENEFICIAL OWNER BALLOTS:** If you do NOT choose to pre-validate individual Beneficial Owner Ballots, you must:
 - (i) immediately forward the Solicitation Package(s) sent to you by KCC to each Beneficial Owner for voting, including: (a) the Beneficial Owner Ballot; (b) a return envelope addressed to the Nominee; and (c) clear instructions stating that Beneficial Owners must return their Beneficial Owner Ballot directly to the Nominee so that it is actually received by the Nominee on or before that date (“Return Date”) calculated by the Nominee so as to afford the Nominee with enough time to prepare the Master Ballot and return the Master Ballot to KCC so it is actually received by KCC on or before the Voting Deadline, which Return Date the Nominee must also insert in the blank on the first page of the Beneficial Owner Ballot before transmitting it to the Beneficial Owner; and
 - (ii) upon receipt of completed and executed Beneficial Owner Ballots returned to you by a Beneficial Owner (or intermediary nominee), you must:
 - a. compile and validate the votes and other relevant information of each such Beneficial Owner on the Master Ballot using the customer account number or other identification number assigned by you or an intermediary nominee to each such Beneficial Owner;
 - b. execute the Master Ballot;
 - c. transmit such Master Ballot to KCC by the Voting Deadline; and
 - d. retain such Beneficial Owner Ballots in your files for a period of one year after the Effective Date of the Plan (as you may be ordered to produce the Beneficial Owner Ballots to the Debtors or the Court).

7. If a Master Ballot is received after the Voting Deadline and if the Voting Deadline is not extended, it will not be counted. Additionally, the following Master Ballots (and therefore Beneficial Owner Ballots) will NOT be counted:
- (i) Master Ballots sent to any of the Debtors, the Debtors' agents (other than KCC) or the Debtors' financial or legal advisors;
 - (ii) Master Ballots sent by facsimile, e-mail or any other electronic means;
 - (iii) any Master Ballot that is illegible or contains insufficient information to permit the identification of the Beneficial Owner of the Claim;
 - (iv) any Master Ballot cast by an entity that does not hold a Claim in a Class that is entitled to vote on the Plan;
 - (v) any unsigned Master Ballot;
 - (vi) any Master Ballot not marked to accept or reject the Plan or the portion of any Master Ballot that is marked, with respect to a single account number, both to accept and reject the Plan; and/or
 - (vii) any Master Ballot submitted by any entity not entitled to vote pursuant to the Disclosure Statement Order.
8. Any Ballot returned to you by a Beneficial Owner of a Claim or intermediary nominee shall not be counted for purposes of accepting or rejecting the Plan until you properly complete and deliver to KCC a Master Ballot that reflects the vote of such Beneficial Owners or intermediary nominees by the Voting Deadline or otherwise validate the Beneficial Owner Ballot in a manner acceptable to KCC.
9. The method of delivery of Master Ballots to KCC is at the election and risk of each Nominee. Except as otherwise provided herein, such delivery will be deemed made only when KCC **actually receives** the originally executed Master Ballot. Instead of effecting delivery by first-class mail, it is recommended, though not required, that Nominees use an overnight or hand delivery service. Facsimile or other electronic transmissions of this Master Ballot will not be accepted. In all cases, Nominees should allow sufficient time to assure timely delivery.
10. If multiple Master Ballots are received from the same Nominee with respect to the same Beneficial Owner Ballot belonging to a Beneficial Owner of a Claim prior to the Voting Deadline, the last Master Ballot timely received will supersede and revoke any earlier received Master Ballots.
11. The Master Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan and make certifications with respect to the Beneficial Owner Ballots. Accordingly, at this time, holders of Claims should not surrender certificates or instruments representing their Claims and you should not accept delivery of any such certificates or instruments surrendered together with a Beneficial Owner Ballot.
12. This Master Ballot does not constitute, and shall not be deemed to be, (a) a Proof of Claim or (b) an assertion or admission of a Claim.
13. **Please be sure to properly execute your Master Ballot.** You must: (a) sign and date your Master Ballot; (b) if applicable, indicate that you are signing a Master Ballot in your capacity as a trustee, executor, administrator, guardian, attorney in fact, officer of a corporation or otherwise acting in a fiduciary or representative capacity and, if required or requested by KCC, the Plan Proponents or the Court, submit proper evidence to the requesting party to so act on behalf of such Beneficial Owner; and (c) provide your name and mailing address if it is different from that set forth on the attached mailing label or if no such mailing label is attached to the Master Ballot.

14. No fees or commissions or other remuneration will be payable to any Nominee for soliciting Beneficial Owner Ballots accepting the Plan. The Debtors will however, upon written request, reimburse you for reasonable and customary mailing and handling expenses incurred by you in forwarding the Beneficial Owner Ballots and other enclosed materials to your customers.

PLEASE MAIL YOUR BALLOT PROMPTLY. FACSIMILE OR OTHER ELECTRONIC (INCLUDING E-MAIL) TRANSMISSION OF THIS MASTER BALLOT WILL NOT BE ACCEPTED.

IF YOU HAVE ANY QUESTIONS REGARDING THIS MASTER BALLOT OR THE VOTING PROCEDURES, PLEASE CONTACT KCC BY: (A) WRITING TO RESIDENTIAL CAPITAL, LLC, C/O KURTZMAN CARSON CONSULTANTS LLC, 2335 ALASKA AVENUE, EL SEGUNDO, CALIFORNIA 90245; OR (B) TELEPHONE AT (877) 833-4150. PLEASE NOTE THAT KCC IS NOT AUTHORIZED TO, AND WILL NOT, PROVIDE LEGAL ADVICE.

If KCC does not actually receive this Master Ballot on or before the Voting Deadline, and if the Voting Deadline is not extended, the Beneficial Owners' votes transmitted hereby will not be counted.

ITEM 1. **Claim Amount for Voting Purposes.** The undersigned certifies that as of August 16, 2013 (the "**Voting Record Date**"), the undersigned (please check the applicable box):

- ☐ is a Nominee for the Beneficial Owners of the aggregate amount of Class GS-3 Junior Secured Note Claims listed in Item 2 below and is the registered holder of the Class GS-3 Junior Secured Note Claims represented by any such Class GS-3 Junior Secured Note Claims;
- ☐ is acting under a power of attorney and/or agency agreement (a copy of which will be provided upon request) granted by a Nominee that is the registered holder of the aggregate amount of Class GS-3 Junior Secured Note Claims listed in Item 2 below; or
- ☐ has been granted a proxy (an original of which is annexed hereto) from (a) a Nominee or (b) a Beneficial Owner, that is the registered holder of the aggregate amount of the Class GS-3 Junior Secured Note Claims listed in Item 2 below and, accordingly, has full power and authority to vote to accept or reject the Plan on behalf of the Beneficial Owners of the Class GS-3 Junior Secured Note Claims described in Item 2 below.

ITEM 2. **Vote With Respect to Class GS-3 Junior Secured Notes Claims.**

Number of Beneficial Owners: The undersigned transmits the following votes of Beneficial Owners in respect of their Class GS-3 Junior Secured Notes Claims. The undersigned certifies that the following Beneficial Owners of such Claims, as identified by their respective customer account numbers set forth below, are Beneficial Owners of the Class GS-3 Junior Secured Notes Claims and as of the Voting Record Date have delivered to the undersigned, as Nominee, Beneficial Owner Ballots casting such votes.

To Properly Complete the Following Table: Indicate in the appropriate column below the aggregate principal amount voted for each account (please use additional sheets of paper if necessary and, if possible, attach such information to this Master Ballot in the form of the following table). **Please note:** (1) each account of a Beneficial Owner must vote all such Beneficial Owner's Class GS-3 Junior Secured Notes Claims to accept or reject the Plan and may not split such vote; and (2) any Beneficial Owner Ballot executed by the Beneficial Owner that does not indicate an acceptance or rejection of the Plan or that indicates both an acceptance and a rejection should not be counted as either an acceptance or a rejection of the Plan.

ITEM 2(A). For those holders of Junior Secured Notes Claims, if any, who chose to accept or reject all 51 chapter 11 plans, as indicated in Item 2 of the Beneficial Owner Ballot, please indicate, in the appropriate column in the table below, the aggregate principal amount voted for each account or attach such information to this Master Ballot in the form of the following table. Please note that each account of a Beneficial Owner must vote the full amount of such Beneficial Owner's Junior Secured Notes Claims to accept or reject the Plan and may not split the amount of such vote. Do not count any Beneficial Owner Ballot executed by the Beneficial Owner that does not indicate a clear acceptance or rejection of Plan or that indicates both an acceptance and a rejection of each of the 51 chapter 11 plans (you may include additional sheets as needed and attach them to this Master Ballot).

VOTE(S) ON CHAPTER 11 PLAN		
Your Customer Account Number for Each Beneficial Holder of Voting Class GS-3 Junior Secured Note Claim	ACCEPT THE PLAN	REJECT THE PLAN
1.	\$	\$
2.	\$	\$
3.	\$	\$
4.	\$	\$
5.	\$	\$
6.	\$	\$
7.	\$	\$
8.	\$	\$
9.	\$	\$
10.	\$	\$
TOTALS:	\$	\$

[Remainder of Page Intentionally Left Blank]

Item 2B. For those holders of Junior Secured Notes Claims, if any, who chose to accept some of the 51 chapter 11 plans and to reject some of the 51 chapter 11 plans, as indicated in Item 2 of the Beneficial Owner Ballot, please indicate, in the appropriate columns in the table below, the account number, aggregate principal amount, and vote to accept or reject the Plan by *Debtor entity*, or attach such information to this Master Ballot in the form of the following table. Please note that each account of a Beneficial Owner must vote the full amount of such Beneficial Owner's Junior Secured Notes Claims to accept or reject the Plan and may not split the amount of such vote. Do not count any Beneficial Owner Ballot executed by the Beneficial Owner that does not indicate a clear acceptance or rejection of a given Plan (you may include additional sheets as needed and attach them to this Master Ballot).

<u>Debtor</u>	Account Number #1: _____		Account Number #2: _____		Account Number #3: _____	
	Amount Being Voted by Account Number #1: \$ _____		Amount Being Voted by Account Number #2: \$ _____		Amount Being Voted by Account Number #3: \$ _____	
	ACCEPT	REJECT	ACCEPT	REJECT	ACCEPT	REJECT
1. ditech, LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. DOA Holding Properties, LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. DOA Properties IX (Lots-Other), LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. EPRE LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Equity Investment I, LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. ETS of Virginia, Inc.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. ETS of Washington, Inc.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Executive Trustee Services, LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. GMAC-RFC Holding Company, LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. GMAC Model Home Finance I, LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. GMAC Mortgage USA Corporation	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

<u>Debtor</u>	Account Number #1: _____		Account Number #2: _____		Account Number #3: _____	
	Amount Being Voted by Account Number #1: \$ _____		Amount Being Voted by Account Number #2: \$ _____		Amount Being Voted by Account Number #3: \$ _____	
	ACCEPT	REJECT	ACCEPT	REJECT	ACCEPT	REJECT
12. GMAC Mortgage, LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. GMAC Residential Holding Company, LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. GMACRH Settlement Services, LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15. GMACM Borrower LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16. GMACM REO LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
17. GMACR Mortgage Products, LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
18. HFN REO SUBII, LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
19. Home Connects Lending Services, LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
20. Homecomings Financial Real Estate Holdings, LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
21. Homecomings Financial, LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
22. Ladue Associates, Inc.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
23. Passive Asset Transactions, LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
24. PATI A, LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

<u>Debtor</u>	Account Number #1: _____		Account Number #2: _____		Account Number #3: _____	
	Amount Being Voted by Account Number #1: \$ _____		Amount Being Voted by Account Number #2: \$ _____		Amount Being Voted by Account Number #3: \$ _____	
	ACCEPT	REJECT	ACCEPT	REJECT	ACCEPT	REJECT
25. PATI B, LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
26. PATI Real Estate Holdings, LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
27. RAHI A, LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
28. RAHI B, LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
29. RAHI Real Estate Holdings, LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
30. RCSFJV2004, LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
31. Residential Accredit Loans, Inc.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
32. Residential Asset Mortgage Products, Inc.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
33. Residential Asset Securities Corporation	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
34. Residential Capital, LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
35. Residential Consumer Services of Alabama, LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
36. Residential Consumer Services of Ohio, LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
37. Residential Consumer Services of Texas, LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

<u>Debtor</u>	Account Number #1: _____		Account Number #2: _____		Account Number #3: _____	
	Amount Being Voted by Account Number #1: \$ _____		Amount Being Voted by Account Number #2: \$ _____		Amount Being Voted by Account Number #3: \$ _____	
	ACCEPT	REJECT	ACCEPT	REJECT	ACCEPT	REJECT
38. Residential Consumer Services, LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
39. Residential Funding Company, LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
40. Residential Funding Mortgage Exchange, LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
41. Residential Funding Mortgage Securities I, Inc.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
42. Residential Funding Mortgage Securities II, Inc.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
43. Residential Funding Real Estate Holdings, LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
44. Residential Mortgage Real Estate Holdings, LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
45. RFC – GSAP Servicer Advance, LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
46. RFC Asset Holdings II, LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
47. RFC Asset Management, LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
48. RFC Borrower LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
49. RFC Construction Funding, LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

<u>Debtor</u>	Account Number #1: _____		Account Number #2: _____		Account Number #3: _____	
	Amount Being Voted by Account Number #1: \$ _____		Amount Being Voted by Account Number #2: \$ _____		Amount Being Voted by Account Number #3: \$ _____	
	ACCEPT	REJECT	ACCEPT	REJECT	ACCEPT	REJECT
50. RFC REO LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
51. RFC SFJV-2002, LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

THE RELEASE IN ARTICLE IX.D OF THE PLAN PROVIDES:

ON AND AS OF THE EFFECTIVE DATE OF THE PLAN, THE HOLDERS OF CLAIMS AND EQUITY INTERESTS, SHALL BE DEEMED TO PROVIDE A FULL AND COMPLETE DISCHARGE AND RELEASE TO THE ALLY RELEASED PARTIES AND THEIR RESPECTIVE PROPERTY FROM ANY AND ALL CAUSES OF ACTION WHATSOEVER, WHETHER KNOWN OR UNKNOWN, ASSERTED OR UNASSERTED, DERIVATIVE OR DIRECT, FORESEEN OR UNFORESEEN, EXISTING OR HEREINAFTER ARISING, IN LAW, EQUITY, OR OTHERWISE, WHETHER FOR TORT, FRAUD, CONTRACT, VIOLATIONS OF FEDERAL OR STATE SECURITIES LAWS, VEIL PIERCING OR ALTER-EGO THEORIES OF LIABILITY, CONTRIBUTION, INDEMNIFICATION, JOINT LIABILITY, OR OTHERWISE, ARISING FROM OR RELATED IN ANY WAY TO THE DEBTORS, INCLUDING THOSE IN ANY WAY RELATED TO RMBS ISSUED AND/OR SOLD BY THE DEBTORS OR THEIR AFFILIATES AND/OR THE CHAPTER 11 CASES OR THE PLAN, AND ANY OBLIGATIONS UNDER THE DOJ/AG SETTLEMENT, THE CONSENT ORDER, AND THE ORDER OF ASSESSMENT.

ENTRY OF THE CONFIRMATION ORDER SHALL CONSTITUTE THE BANKRUPTCY COURT'S APPROVAL, UNDER SECTION 1123 OF THE BANKRUPTCY CODE AND BANKRUPTCY RULE 9019, OF THE THIRD PARTY RELEASE, AND FURTHER, SHALL CONSTITUTE THE BANKRUPTCY COURT'S FINDING THAT THIS THIRD PARTY RELEASE IS: (1) IN EXCHANGE FOR THE GOOD, VALUABLE AND SUBSTANTIAL CONSIDERATION PROVIDED BY THE ALLY RELEASED PARTIES; (2) IN THE BEST INTERESTS OF THE DEBTORS, THE ESTATES, THE LIQUIDATING TRUST AND ALL HOLDERS OF CLAIMS AND EQUITY INTERESTS; (3) FAIR, EQUITABLE AND REASONABLE; (4) GIVEN AND MADE AFTER DUE NOTICE AND OPPORTUNITY FOR A HEARING; (5) JUSTIFIED BY TRULY UNUSUAL CIRCUMSTANCES; (6) AN ESSENTIAL COMPONENT AND CRITICAL TO THE SUCCESS OF THE PLAN; (7) RESULTED IN DISTRIBUTIONS TO THE CREDITORS THAT WOULD OTHERWISE HAVE BEEN UNAVAILABLE; (8) THE RESULT OF AN IDENTITY OF INTEREST BETWEEN THE DEBTORS AND THE ALLY RELEASED PARTIES REGARDING THE PLAN; AND (9) A BAR TO ANY PARTY ASSERTING A CLAIM OR CAUSE OF ACTION RELEASED PURSUANT TO THIS THIRD PARTY RELEASE AGAINST ANY OF THE ALLY RELEASED PARTIES.

THE EXCULPATION IN ARTICLE IX.G OF THE PLAN PROVIDES:

THE EXCULPATED PARTIES SHALL NEITHER HAVE, NOR INCUR, ANY LIABILITY TO ANY ENTITY FOR ANY PRE-PETITION OR POST-PETITION ACT OR OMISSION TAKEN IN CONNECTION

WITH, OR RELATED TO, FORMULATING, NEGOTIATING, PREPARING, DISSEMINATING, SOLICITING, IMPLEMENTING, ADMINISTERING, CONFIRMING, OR EFFECTING THE CONSUMMATION OF ANY PREPETITION PLAN SUPPORT AGREEMENTS, THE PLAN SUPPORT AGREEMENT, THE PLAN, THE DISCLOSURE STATEMENT, THE FGIC SETTLEMENT AGREEMENT, THE KESSLER SETTLEMENT AGREEMENT, THE RMBS SETTLEMENT, OR ANY CONTRACT, INSTRUMENT, RELEASE, OR OTHER AGREEMENT OR DOCUMENT CREATED OR ENTERED INTO IN CONNECTION WITH THE PLAN, PROVIDED, THAT THE FOREGOING PROVISIONS OF THIS EXCULPATION SHALL HAVE NO EFFECT ON THE LIABILITY OF ANY ENTITY THAT RESULTS FROM ANY SUCH ACT THAT IS DETERMINED IN A FINAL, NON-APPEALABLE ORDER TO HAVE CONSTITUTED GROSS NEGLIGENCE OR WILLFUL MISCONDUCT; PROVIDED, FURTHER, THAT THE EXCULPATED PARTIES SHALL BE ENTITLED TO RELY UPON THE ADVICE OF COUNSEL AND FINANCIAL ADVISORS CONCERNING HIS, HER, OR ITS DUTIES PURSUANT TO, OR IN CONNECTION WITH, ANY PREPETITION PLAN SUPPORT AGREEMENT, THE PLAN SUPPORT AGREEMENT, THE PLAN, THE DISCLOSURE STATEMENT, THE FGIC SETTLEMENT AGREEMENT, AND THE RMBS SETTLEMENT.

THE INJUNCTION IN ARTICLE IX.H OF THE PLAN PROVIDES:

EXCEPT AS OTHERWISE PROVIDED IN THE CONFIRMATION ORDER OR HEREIN AND IN ACCORDANCE WITH ARTICLE IX.E HEREOF, ALL ENTITIES, INCLUDING INVESTORS, WHO HAVE HELD, HOLD OR MAY HOLD CLAIMS, EQUITY INTERESTS, CAUSES OF ACTION OR LIABILITIES THAT CONSTITUTE RELEASED CLAIMS, ARE PERMANENTLY ENJOINED AND PRECLUDED, FROM AND AFTER THE EFFECTIVE DATE OF THE PLAN, FROM: (A) COMMENCING OR CONTINUING IN ANY MANNER OR ACTION OR OTHER PROCEEDING OF ANY KIND AGAINST ANY RELEASED PARTY WHETHER DIRECTLY, DERIVATIVELY OR OTHERWISE, ON ACCOUNT OF OR IN CONNECTION WITH OR WITH RESPECT TO ANY RELEASED CLAIMS; (B) ENFORCING, ATTACHING, COLLECTING OR RECOVERING BY ANY MANNER OR MEANS ANY JUDGMENT, AWARD, DECREE OR ORDER AGAINST ANY RELEASED PARTY ON ACCOUNT OF OR IN CONNECTION WITH OR WITH RESPECT TO ANY RELEASED CLAIMS; (C) CREATING, PERFECTING OR ENFORCING ANY LIEN (OTHER THAN ANY CHARGING LIEN OF A TRUSTEE UNDER ITS RESPECTIVE INDENTURE), CLAIM OR ENCUMBRANCE OF ANY KIND AGAINST ANY RELEASED PARTY ON ACCOUNT OF OR IN CONNECTION WITH OR WITH RESPECT TO ANY RELEASED CLAIMS; (D) ASSERTING ANY RIGHT TO SETOFF, SUBROGATION OR RECOUPMENT OF ANY KIND AGAINST ANY OBLIGATION DUE FROM ANY RELEASED PARTY ON ACCOUNT OF OR IN CONNECTION WITH OR WITH RESPECT TO ANY RELEASED CLAIMS UNLESS SUCH HOLDER HAS FILED A MOTION REQUESTING THE RIGHT TO PERFORM SUCH SETOFF ON OR BEFORE THE CONFIRMATION DATE, AND NOTWITHSTANDING ANY INDICATION IN A PROOF OF CLAIM OR EQUITY INTEREST OR OTHERWISE THAT SUCH HOLDER ASSERTS, HAS OR INTENDS TO PRESERVE ANY RIGHT OF SETOFF PURSUANT TO SECTION 553 OF THE BANKRUPTCY CODE OR OTHERWISE; (E) COMMENCING OR CONTINUING IN ANY MANNER OR ACTION OR OTHER PROCEEDING OF ANY KIND AGAINST ANY RELEASED PARTY ON ACCOUNT OF OR IN CONNECTION WITH OR WITH RESPECT TO ANY RELEASED CLAIMS; AND (F) SEEKING RELIEF OR COLLECTING JUDGMENTS ON AN INVESTOR-RELATED SECURITIES CLAIM IN A MANNER THAT FAILS TO CONFORM WITH THE TERMS OF THE JUDGMENT REDUCTION PROVISION SET FORTH IN THE PLAN AND THE CONFIRMATION ORDER; PROVIDED, THAT NOTHING CONTAINED HEREIN SHALL BE CONSTRUED TO PREVENT ANY ENTITY FROM OBJECTING TO CLAIMS OR DEFENDING AGAINST CLAIMS OBJECTIONS OR COLLECTION ACTIONS WHETHER BY ASSERTING A RIGHT OF SETOFF OR OTHERWISE TO THE EXTENT PERMITTED BY LAW. SUCH INJUNCTION SHALL EXTEND TO THE SUCCESSORS OF THE LIQUIDATING TRUST, IF ANY, AND TO THEIR RESPECTIVE PROPERTIES AND INTERESTS IN PROPERTY. ANY PERSON INJURED BY ANY WILLFUL VIOLATION OF THIS INJUNCTION SHALL BE ENTITLED TO RECOVER ACTUAL DAMAGES, INCLUDING COSTS AND ATTORNEYS' FEES AND, IN

APPROPRIATE CIRCUMSTANCES, MAY RECOVER PUNITIVE DAMAGES FROM THE WILLFUL VIOLATOR.

ITEM 3. Certification as to Transcription of Information from Item 3 of the Beneficial Owner Ballots as to Class GS-3 Junior Secured Notes Claims Voted Through Other Beneficial Owner Ballots.

The undersigned certifies that the undersigned has transcribed in the following table the information, if any, provided by Beneficial Owners in Item 3 of each of the Beneficial Owner's original Beneficial Owner Ballots, identifying any Class GS-3 Junior Secured Notes Claims for which such Beneficial Owners have submitted other Beneficial Owner Ballots (*e.g.*, to other voting nominees) other than to the undersigned:

Your Customer Account Number for Each Beneficial Holder Who Completed Item 3 of the Ballots	TRANSCRIBE FROM [ITEM 4] OF THE BALLOTS:			
	Account Number	Name of Holder	CUSIP Number or Description of Other Class GS-3 Junior Secured Note Claims Voted	Principal Amount of Other Class GS-3 Junior Secured Note Claims Voted
1.				\$
2.				\$
3.				\$
4.				\$
5.				\$
6.				\$
7.				\$
8.				\$
9.				\$
10.				\$

ITEM 4. Certification.

By signing this Master Ballot, the undersigned certifies that:

1. it has received a copy of the Disclosure Statement, the Beneficial Owner Ballots and the Solicitation Package and has delivered the same to the Beneficial Owners listed on the Beneficial Owner Ballots or to any intermediary nominee, as applicable;

2. it has received a completed and signed Beneficial Owner Ballot from each Beneficial Owner listed in Item 2 of this Master Ballot or from an intermediary nominee, as applicable;
3. it is the registered holder of the Class R-3 Junior Secured Notes Claims being voted, or an agent therefor;
4. it has been authorized by each such Beneficial Owner or intermediary nominee, as applicable, to vote on the Plan and to make applicable elections;
5. it has properly disclosed:
 - (i) the number of Beneficial Owners who completed Beneficial Owner Ballots;
 - (ii) the respective amounts of the Class R-3 Junior Secured Notes Claims by each Beneficial Owner who completed a Beneficial Owner Ballot;
 - (iii) each such Beneficial Owner's respective vote concerning the Plan;
 - (iv) each such Beneficial Owner's certification as to other Class R-3 Junior Secured Notes Claims voted; and
 - (v) the customer account or other identification number for each such Beneficial Owner;
6. each such Beneficial Owner has certified to the undersigned or to an intermediary nominee, as applicable, that it is eligible to vote on the Plan; and
7. it will maintain Beneficial Owner Ballots and evidence of separate transactions returned by Beneficial Owners or by intermediary nominees (whether properly completed or defective) for at least one year after the Voting Deadline and disclose all such information to the Court or the Debtors, as the case may be, if so ordered.

Name of Nominee:	_____
	(Print or Type)
Participant Number:	_____
<input type="checkbox"/> Name of Proxy Holder or Agent for Nominee:	_____
	(Print or Type)
Social Security or Federal Tax Identification Number:	_____
Signature:	_____
Name of Signatory:	_____
	(If other than Nominee)
Title:	_____
Address:	_____

Date Completed:	_____

The Debtors will pay each Nominee's requested reasonable, documented costs and expenses associated with the distribution of copies of the Beneficial Owner Ballot and Solicitation Packages to the beneficial owners of the Junior Secured Notes Claims and tabulation of the Beneficial Owner Ballots. This Master Ballot is not a letter of transmittal and may not be used for any purpose other than to cast votes to accept or reject the Plan. Holders should not surrender, at this time, certificates representing their securities. KCC will not accept delivery of any such certificates surrendered together with a Master Ballot. Moreover, this Master Ballot shall not constitute or be deemed to be a proof of claim or equity interest or an assertion of a claim or equity interest.

**PLEASE COMPLETE, SIGN, AND DATE THIS MASTER
BALLOT AND RETURN IT PROMPTLY VIA FIRST CLASS MAIL,
OVERNIGHT COURIER SERVICE, OR HAND DELIVERY TO:**

**ResCap Balloting Center, c/o KCC,
599 Lexington Avenue, 39th Floor
New York, NY 10022**

**IF KCC DOES NOT ACTUALLY RECEIVE THIS MASTER BALLOT BY THE VOTING DEADLINE (AND IF
THE VOTING DEADLINE IS NOT EXTENDED), THE VOTES CAST HEREBY WILL NOT BE COUNTED.**

Exhibit II

NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS CONTAINED IN THE MATERIALS MAILED WITH THIS BALLOT OR OTHER MATERIALS AUTHORIZED BY THE BANKRUPTCY COURT.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)
) Case No. 12-12020 (MG)
)
RESIDENTIAL CAPITAL, LLC, et al.,) Chapter 11
)
Debtors.) Jointly Administered
)

**MASTER BALLOT FOR ACCEPTING OR REJECTING
THE JOINT CHAPTER 11 PLAN PROPOSED BY RESIDENTIAL
CAPITAL, LLC, ET AL. AND THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS**

CLASS R-3 — JUNIOR SECURED NOTES CLAIMS

**PLEASE READ AND FOLLOW THE ENCLOSED VOTING INSTRUCTIONS
FOR COMPLETING THIS BALLOT CAREFULLY BEFORE
COMPLETING THIS BALLOT.**

On August 23, 2013, the United States Bankruptcy Court for the Southern District of New York (the “**Court**”) signed an order (the “**Disclosure Statement Order**”) which approved the Disclosure Statement dated August 23, 2013 (as the same may be amended, modified, and/or supplemented, including all exhibits thereto, the “**Disclosure Statement**”) with respect to the *Joint Chapter 11 Plan Proposed By Residential Capital, LLC, et al. and the Official Committee of Unsecured Creditors* (as the same may be amended, modified, and/or supplemented, including all exhibits or supplements thereto, including the Plan Supplement, the “**Plan**”) and which establishes certain procedures for the solicitation and tabulation of votes to accept or reject the Plan. The Plan was filed by the above-captioned debtors and debtors-in-possession (the “**Debtors**”) and the Official Committee of Unsecured Creditors (the “**Committee**,” and together with the Debtors, the “**Plan Proponents**”) on August 23, 2013. The Plan is Exhibit 1 to the Disclosure Statement, which is part of the package that accompanies this Ballot (the “**Solicitation Package**”). The Court’s approval of the Disclosure Statement does not indicate approval of the Plan by the Court.

The Plan Proponents have sent this Master Ballot to you because our records indicate that you are a broker, dealer, commercial bank, trust company, or other agent nominee (each, a “**Nominee**”) of a Beneficial Owner of Class R-3 Junior Secured Notes Claims under the Plan as of August 16, 2013 (the “**Voting Record Date**”).¹

As a Nominee, you are required to immediately deliver a Solicitation Package, including a Beneficial Owner Ballot, to each Beneficial Owner for whom you hold Class R-3 Junior Secured Notes Claims and take any action required to enable such Beneficial Owner to timely vote its Claim to accept or reject the Plan. You should include in each Solicitation Package a return envelope addressed to you (and not include a return envelope addressed to KCC), unless you choose to pre-validate such Beneficial Owner Ballot, in which case the Solicitation Package should include a return

¹ A “**Beneficial Owner**” means a beneficial owner of publicly-traded securities whose Claims have not been satisfied prior to the Voting Record Date (as defined below) pursuant to Bankruptcy Court order or otherwise, as reflected in the records maintained by the Nominees (or its own records if it holds such securities on its own behalf) holding Claims through UMB Bank, N.A., as indenture trustee or successor indenture trustee under the Junior Secured Notes Indenture, together with its respective successors and assigns.

envelope addressed only to KCC. With respect to any Beneficial Owner Ballots returned to you, you must (1) execute this Master Ballot so as to reflect the voting instructions given to you in the Beneficial Owner Ballots by the Beneficial Owners for whom you hold Class R-3 Junior Secured Notes Claims and (2) forward this Master Ballot to KCC in accordance with the Master Ballot Instructions accompanying this Master Ballot.

If you are both the record holder and a Beneficial Owner of any Class R-3 Junior Secured Notes Claims and you wish to vote the Class [R-3] Junior Secured Notes Claims for which you are a Beneficial Owner, you may complete a Beneficial Owner Ballot or this Master Ballot with respect to such Class R-3 Junior Secured Notes Claims.

Your rights are described in the Disclosure Statement, which was included in the Solicitation Package you are receiving with this Ballot (as well as the Plan, Disclosure Statement Order and certain other materials). If you received Solicitation Package materials in CD-ROM format and desire paper copies, or if you need to obtain additional solicitation materials, you may contact Kurtzman Carson Consultants LLC (“**KCC**”) (a) at the ResCap restructuring website at www.kccllc.net/rescap, (b) upon request by mail to ResCap Balloting Center, c/o, KCC, 2335 Alaska Ave., El Segundo, California, 90245, (c) upon request by calling the ResCap restructuring hotline at (888) 251-2914, or (d) for a fee via PACER at www.nysb.uscourts.gov (a PACER login and password are required to access documents on the Court’s website and can be obtained through the PACER Service Center at www.pacer.psc.uscourts.gov). Copies of the Plan and Disclosure Statement may also be examined by interested parties between the hours of 9:00 a.m. and 4:30 p.m. (Eastern Time) at the office of the Clerk of the Bankruptcy Court, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 511, New York, New York 10004.

ARTICLE IX OF THE PLAN CONTAINS RELEASE, EXCULPATION, AND
INJUNCTION PROVISIONS, AND ARTICLE IX.D CONTAINS A THIRD PARTY RELEASE.

IF YOU: (1) VOTE TO ACCEPT THE PLAN, OR (2) FAIL TO TIMELY AND/OR PROPERLY
SUBMIT A BALLOT, YOU WILL BE DEEMED TO HAVE CONSENTED TO THE THIRD
PARTY RELEASE CONTAINED IN ARTICLE IX.D OF THE PLAN, THE EXCULPATION
PROVISION CONTAINED IN ARTICLE IX.G OF THE PLAN, AND THE INJUNCTION PROVISION
CONTAINED IN ARTICLE IX.H OF THE PLAN, EACH COPIED BELOW.

REGARDLESS AS TO HOW OR WHETHER YOU VOTED ON THE PLAN, IF THE PLAN IS
CONFIRMED, THE RELEASE, EXCULPATION AND INJUNCTION PROVISIONS
CONTAINED IN ARTICLE IX OF THE PLAN WILL BE BINDING UPON YOU. THUS,
YOU ARE ADVISED TO REVIEW AND CONSIDER THE PLAN CAREFULLY BECAUSE
YOUR RIGHTS MIGHT BE AFFECTED THEREUNDER.

VOTING INSTRUCTIONS

1. All capitalized terms used in the Master Ballot or these instructions but not otherwise defined therein shall have the meanings ascribed to them in the Plan or the Disclosure Statement Order, as applicable. In the event of a conflict between the Plan, the Master Ballot and the Disclosure Statement, the terms of the Plan shall control.
2. You should immediately distribute Solicitation Package(s), including Beneficial Owners Ballots, to each Beneficial Owner (or intermediary nominees, if applicable) of Class R-3 Junior Secured Notes Claims, and take any action required to enable each such Beneficial Owner to timely vote their Claims.
3. If you are both the record holder and the Beneficial Owner of any principal amount of the Class R-3 Junior Secured Notes Claims and you wish to vote any Class R-3 Junior Secured Notes Claims on account thereof, you may complete and execute either an individual Beneficial Owner Ballot or a Master Ballot and return the same to KCC in accordance with these instructions.
4. If you are transmitting the votes of any Beneficial Owners other than yourself, you may, at your option, elect to pre-validate the Beneficial Owner Ballots sent to you by KCC. Based on your decision as to whether or not to

pre-validate Beneficial Owners Ballots, the instructions in either paragraph (5) or paragraph (6) apply (but not both).

5. **PRE-VALIDATED BENEFICIAL OWNER BALLOTS:** A Nominee “pre-validates” a Beneficial Owner Ballot by indicating thereon the Beneficial Owner of the Class R-3 Junior Secured Notes Claims voted the amount of the Class R-3 Junior Secured Notes Claims held by the Beneficial Owner and the appropriate account numbers through which the Beneficial Owner’s holdings are derived. If you choose to pre-validate individual Beneficial Owner Ballots, you must immediately: (a) “pre-validate” the individual Beneficial Owner Ballot contained in the Solicitation Package sent to you by KCC, and (b) forward the Solicitation Package to the Beneficial Owner for voting, including:
- (i) the pre-validated Beneficial Owner Ballot;
 - (ii) a return envelope addressed to KCC as follows: ResCap Balloting Center, c/o KCC, 599 Lexington Avenue, 39th Floor, New York, NY 10022; and
 - (iii) clear instructions stating that Beneficial Owners must return their pre-validated Beneficial Owner Ballot directly to KCC so that it is **actually received** by KCC on or before 7:00 pm (Eastern Time) on October 21, 2013 (the “Voting Deadline”).
6. **NON PRE-VALIDATED BENEFICIAL OWNER BALLOTS:** If you do NOT choose to pre-validate individual Beneficial Owner Ballots, you must:
- (i) immediately forward the Solicitation Package(s) sent to you by KCC to each Beneficial Owner for voting, including: (a) the Beneficial Owner Ballot; (b) a return envelope addressed to the Nominee; and (c) clear instructions stating that Beneficial Owners must return their Beneficial Owner Ballot directly to the Nominee so that it is actually received by the Nominee on or before that date (“**Return Date**”) calculated by the Nominee so as to afford the Nominee with enough time to prepare the Master Ballot and return the Master Ballot to KCC so it is **actually received** by KCC on or before the Voting Deadline, which Return Date the Nominee must also insert in the blank on the first page of the Beneficial Owner Ballot before transmitting it to the Beneficial Owner; and
 - (ii) upon receipt of completed and executed Beneficial Owner Ballots returned to you by a Beneficial Owner (or intermediary nominee), you must:
 - a. compile and validate the votes and other relevant information of each such Beneficial Owner on the Master Ballot using the customer account number or other identification number assigned by you or an intermediary nominee to each such Beneficial Owner;
 - b. execute the Master Ballot;
 - c. transmit such Master Ballot to KCC by the Voting Deadline; and
 - d. retain such Beneficial Owner Ballots in your files for a period of one year after the Effective Date of the Plan (as you may be ordered to produce the Beneficial Owner Ballots to the Debtors or the Court).
7. If a Master Ballot is received after the Voting Deadline and if the Voting Deadline is not extended, it will not be counted. Additionally, the following Master Ballots (and therefore Beneficial Owner Ballots) will NOT be counted:

- (i) Master Ballots sent to any of the Debtors, the Debtors' agents (other than KCC) or the Debtors' financial or legal advisors;
 - (ii) Master Ballots sent by facsimile, e-mail or any other electronic means;
 - (iii) any Master Ballot that is illegible or contains insufficient information to permit the identification of the Beneficial Owner of the Claim;
 - (iv) any Master Ballot cast by an entity that does not hold a Claim in a Class that is entitled to vote on the Plan;
 - (v) any unsigned Master Ballot;
 - (vi) any Master Ballot not marked to accept or reject the Plan or the portion of any Master Ballot that is marked, with respect to a single account number, both to accept and reject the Plan; and/or
 - (vii) any Master Ballot submitted by any entity not entitled to vote pursuant to the Disclosure Statement Order.
8. Any Ballot returned to you by a Beneficial Owner of a Claim or intermediary nominee shall not be counted for purposes of accepting or rejecting the Plan until you properly complete and deliver to KCC a Master Ballot that reflects the vote of such Beneficial Owners or intermediary nominees by the Voting Deadline or otherwise validate the Beneficial Owner Ballot in a manner acceptable to KCC.
9. The method of delivery of Master Ballots to KCC is at the election and risk of each Nominee. Except as otherwise provided herein, such delivery will be deemed made only when KCC **actually receives** the originally executed Master Ballot. Instead of effecting delivery by first-class mail, it is recommended, though not required, that Nominees use an overnight or hand delivery service. Facsimile or other electronic transmissions of this Master Ballot will not be accepted. In all cases, Nominees should allow sufficient time to assure timely delivery.
10. If multiple Master Ballots are received from the same Nominee with respect to the same Beneficial Owner Ballot belonging to a Beneficial Owner of a Claim prior to the Voting Deadline, the last Master Ballot timely received will supersede and revoke any earlier received Master Ballots.
11. The Master Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan and make certifications with respect to the Beneficial Owner Ballots. Accordingly, at this time, holders of Claims should not surrender certificates or instruments representing their Claims and you should not accept delivery of any such certificates or instruments surrendered together with a Beneficial Owner Ballot.
12. This Master Ballot does not constitute, and shall not be deemed to be, (a) a Proof of Claim or (b) an assertion or admission of a Claim.
13. **Please be sure to properly execute your Master Ballot.** You must: (a) sign and date your Master Ballot; (b) if applicable, indicate that you are signing a Master Ballot in your capacity as a trustee, executor, administrator, guardian, attorney in fact, officer of a corporation or otherwise acting in a fiduciary or representative capacity and, if required or requested by KCC, the Plan Proponents or the Court, submit proper evidence to the requesting party to so act on behalf of such Beneficial Owner; and (c) provide your name and mailing address if it is different from that set forth on the attached mailing label or if no such mailing label is attached to the Master Ballot.
14. No fees or commissions or other remuneration will be payable to any Nominee for soliciting Beneficial Owner Ballots accepting the Plan. The Debtors will however, upon written request, reimburse you for reasonable and customary mailing and handling expenses incurred by you in forwarding the Beneficial Owner Ballots and other enclosed materials to your customers.

PLEASE MAIL YOUR BALLOT PROMPTLY. FACSIMILE OR OTHER ELECTRONIC (INCLUDING E-MAIL) TRANSMISSION OF THIS MASTER BALLOT WILL NOT BE ACCEPTED.

IF YOU HAVE ANY QUESTIONS REGARDING THIS MASTER BALLOT OR THE VOTING PROCEDURES, PLEASE CONTACT KCC BY: (A) WRITING TO RESIDENTIAL CAPITAL, LLC, C/O KURTZMAN CARSON CONSULTANTS LLC, 2335 ALASKA AVENUE, EL SEGUNDO, CALIFORNIA 90245; OR (B) TELEPHONE AT (877) 833-4150. PLEASE NOTE THAT KCC IS NOT AUTHORIZED TO, AND WILL NOT, PROVIDE LEGAL ADVICE.

**If KCC does not actually receive this Master Ballot on or before
the Voting Deadline, and if the Voting Deadline is not extended, the Beneficial
Owners' votes transmitted hereby will not be counted.**

ITEM 1. Claim Amount for Voting Purposes. The undersigned certifies that as of August 16, 2013 (the "**Voting Record Date**"), the undersigned (please check the applicable box):

- ☐ is a Nominee for the Beneficial Owners of the aggregate amount of Class R-3 Junior Secured Note Claims listed in Item 2 below and is the registered holder of the Class R-3 Junior Secured Note Claims represented by any such Class R-3 Junior Secured Note Claims;
- ☐ is acting under a power of attorney and/or agency agreement (a copy of which will be provided upon request) granted by a Nominee that is the registered holder of the aggregate amount of Class R-3 Junior Secured Note Claims listed in Item 2 below; or
- ☐ has been granted a proxy (an original of which is annexed hereto) from (a) a Nominee or (b) a Beneficial Owner, that is the registered holder of the aggregate amount of the Class R-3 Junior Secured Note Claims listed in Item 2 below and, accordingly, has full power and authority to vote to accept or reject the Plan on behalf of the Beneficial Owners of the Class R-3 Junior Secured Note Claims described in Item 2 below.

ITEM 2. Vote With Respect to Class R-3 Junior Secured Notes Claims.

Number of Beneficial Owners: The undersigned transmits the following votes of Beneficial Owners in respect of their Class R-3 Junior Secured Notes Claims. The undersigned certifies that the following Beneficial Owners of such Claims, as identified by their respective customer account numbers set forth below, are Beneficial Owners of the Class R-3 Junior Secured Notes Claims and as of the Voting Record Date have delivered to the undersigned, as Nominee, Beneficial Owner Ballots casting such votes.

To Properly Complete the Following Table: Indicate in the appropriate column below the aggregate principal amount voted for each account (please use additional sheets of paper if necessary and, if possible, attach such information to this Master Ballot in the form of the following table). **Please note:** (1) each account of a Beneficial Owner must vote all such Beneficial Owner's Class R-3 Junior Secured Notes Claims to accept or reject the Plan and may not split such vote; and (2) any Beneficial Owner Ballot executed by the Beneficial Owner that does not indicate an acceptance or rejection of the Plan or that indicates both an acceptance and a rejection should not be counted as either an acceptance or a rejection of the Plan.

ITEM 2(A). For those holders of Junior Secured Notes Claims, if any, who chose to accept or reject all 51 chapter 11 plans, as indicated in Item 2 of the Beneficial Owner Ballot, please indicate, in the appropriate column in the table below, the aggregate principal amount voted for each account or attach such information to this Master Ballot in the form of the following table. Please note that each account of a Beneficial Owner must vote the full amount of such Beneficial Owner's Junior Secured Notes Claims to accept or reject the Plan and may not split the amount of such vote. Do not count any Beneficial Owner Ballot executed by the Beneficial Owner that does not indicate a clear acceptance or

rejection of Plan or that indicates both an acceptance and a rejection of each of the 51 chapter 11 plans (you may include additional sheets as needed and attach them to this Master Ballot).

VOTE(S) ON CHAPTER 11 PLAN		
Your Customer Account Number for Each Beneficial Holder of Voting Class R-3 Junior Secured Note Claim	ACCEPT THE PLAN	REJECT THE PLAN
1.	\$	\$
2.	\$	\$
3.	\$	\$
4.	\$	\$
5.	\$	\$
6.	\$	\$
7.	\$	\$
8.	\$	\$
9.	\$	\$
10.	\$	\$
TOTALS:	\$	\$

[Remainder of Page Intentionally Left Blank]

Item 2B. For those holders of Junior Secured Notes Claims, if any, who chose to accept some of the 51 chapter 11 plans and to reject some of the 51 chapter 11 plans, as indicated in **Item 2** of the Beneficial Owner Ballot, please indicate, in the appropriate columns in the table below, the account number, aggregate principal amount, and vote to accept or reject the Plan *by Debtor entity*, or attach such information to this Master Ballot in the form of the following table. Please note that each account of a Beneficial Owner must vote the full amount of such Beneficial Owner's Junior Secured Notes Claims to accept or reject the Plan and may not split the amount of such vote. Do not count any Beneficial Owner Ballot executed by the Beneficial Owner that does not indicate a clear acceptance or rejection of a given Plan (you may include additional sheets as needed and attach them to this Master Ballot).

<u>Debtor</u>	Account Number #1: _____		Account Number #2: _____		Account Number #3: _____	
	Amount Being Voted by Account Number #1: \$ _____		Amount Being Voted by Account Number #2: \$ _____		Amount Being Voted by Account Number #3: \$ _____	
	ACCEPT	REJECT	ACCEPT	REJECT	ACCEPT	REJECT
1. ditech, LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. DOA Holding Properties, LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. DOA Properties IX (Lots-Other), LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. EPRE LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Equity Investment I, LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. ETS of Virginia, Inc.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. ETS of Washington, Inc.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Executive Trustee Services, LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. GMAC-RFC Holding Company, LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. GMAC Model Home Finance I, LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. GMAC Mortgage USA Corporation	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

<u>Debtor</u>	Account Number #1: _____		Account Number #2: _____		Account Number #3: _____	
	Amount Being Voted by Account Number #1: \$ _____		Amount Being Voted by Account Number #2: \$ _____		Amount Being Voted by Account Number #3: \$ _____	
	ACCEPT	REJECT	ACCEPT	REJECT	ACCEPT	REJECT
12. GMAC Mortgage, LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. GMAC Residential Holding Company, LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. GMACRH Settlement Services, LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15. GMACM Borrower LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16. GMACM REO LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
17. GMACR Mortgage Products, LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
18. HFN REO SUBII, LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
19. Home Connects Lending Services, LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
20. Homecomings Financial Real Estate Holdings, LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
21. Homecomings Financial, LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
22. Ladue Associates, Inc.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
23. Passive Asset Transactions, LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
24. PATI A, LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

<u>Debtor</u>	Account Number #1: _____		Account Number #2: _____		Account Number #3: _____	
	Amount Being Voted by Account Number #1: \$ _____		Amount Being Voted by Account Number #2: \$ _____		Amount Being Voted by Account Number #3: \$ _____	
	ACCEPT	REJECT	ACCEPT	REJECT	ACCEPT	REJECT
25. PATI B, LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
26. PATI Real Estate Holdings, LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
27. RAHI A, LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
28. RAHI B, LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
29. RAHI Real Estate Holdings, LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
30. RCSFJV2004, LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
31. Residential Accredit Loans, Inc.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
32. Residential Asset Mortgage Products, Inc.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
33. Residential Asset Securities Corporation	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
34. Residential Capital, LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
35. Residential Consumer Services of Alabama, LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
36. Residential Consumer Services of Ohio, LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
37. Residential Consumer Services of Texas, LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
38. Residential Consumer Services, LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

<u>Debtor</u>	Account Number #1: _____		Account Number #2: _____		Account Number #3: _____	
	Amount Being Voted by Account Number #1: \$ _____		Amount Being Voted by Account Number #2: \$ _____		Amount Being Voted by Account Number #3: \$ _____	
	ACCEPT	REJECT	ACCEPT	REJECT	ACCEPT	REJECT
39. Residential Funding Company, LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
40. Residential Funding Mortgage Exchange, LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
41. Residential Funding Mortgage Securities I, Inc.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
42. Residential Funding Mortgage Securities II, Inc.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
43. Residential Funding Real Estate Holdings, LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
44. Residential Mortgage Real Estate Holdings, LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
45. RFC – GSAP Servicer Advance, LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
46. RFC Asset Holdings II, LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
47. RFC Asset Management, LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
48. RFC Borrower LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
49. RFC Construction Funding, LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
50. RFC REO LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
51. RFC SFJV-2002, LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

THE RELEASE IN ARTICLE IX.D OF THE PLAN PROVIDES:

ON AND AS OF THE EFFECTIVE DATE OF THE PLAN, THE HOLDERS OF CLAIMS AND EQUITY INTERESTS, SHALL BE DEEMED TO PROVIDE A FULL AND COMPLETE DISCHARGE AND RELEASE TO THE ALLY RELEASED PARTIES AND THEIR RESPECTIVE PROPERTY FROM ANY AND ALL CAUSES OF ACTION WHATSOEVER, WHETHER KNOWN OR UNKNOWN, ASSERTED OR UNASSERTED, DERIVATIVE OR DIRECT, FORESEEN OR UNFORESEEN, EXISTING OR HEREINAFTER ARISING, IN LAW, EQUITY, OR OTHERWISE, WHETHER FOR TORT, FRAUD, CONTRACT, VIOLATIONS OF FEDERAL OR STATE SECURITIES LAWS, VEIL PIERCING OR ALTER-EGO THEORIES OF LIABILITY, CONTRIBUTION, INDEMNIFICATION, JOINT LIABILITY, OR OTHERWISE, ARISING FROM OR RELATED IN ANY WAY TO THE DEBTORS, INCLUDING THOSE IN ANY WAY RELATED TO RMBS ISSUED AND/OR SOLD BY THE DEBTORS OR THEIR AFFILIATES AND/OR THE CHAPTER 11 CASES OR THE PLAN, AND ANY OBLIGATIONS UNDER THE DOJ/AG SETTLEMENT, THE CONSENT ORDER, AND THE ORDER OF ASSESSMENT.

ENTRY OF THE CONFIRMATION ORDER SHALL CONSTITUTE THE BANKRUPTCY COURT'S APPROVAL, UNDER SECTION 1123 OF THE BANKRUPTCY CODE AND BANKRUPTCY RULE 9019, OF THE THIRD PARTY RELEASE, AND FURTHER, SHALL CONSTITUTE THE BANKRUPTCY COURT'S FINDING THAT THIS THIRD PARTY RELEASE IS: (1) IN EXCHANGE FOR THE GOOD, VALUABLE AND SUBSTANTIAL CONSIDERATION PROVIDED BY THE ALLY RELEASED PARTIES; (2) IN THE BEST INTERESTS OF THE DEBTORS, THE ESTATES, THE LIQUIDATING TRUST AND ALL HOLDERS OF CLAIMS AND EQUITY INTERESTS; (3) FAIR, EQUITABLE AND REASONABLE; (4) GIVEN AND MADE AFTER DUE NOTICE AND OPPORTUNITY FOR A HEARING; (5) JUSTIFIED BY TRULY UNUSUAL CIRCUMSTANCES; (6) AN ESSENTIAL COMPONENT AND CRITICAL TO THE SUCCESS OF THE PLAN; (7) RESULTED IN DISTRIBUTIONS TO THE CREDITORS THAT WOULD OTHERWISE HAVE BEEN UNAVAILABLE; (8) THE RESULT OF AN IDENTITY OF INTEREST BETWEEN THE DEBTORS AND THE ALLY RELEASED PARTIES REGARDING THE PLAN; AND (9) A BAR TO ANY PARTY ASSERTING A CLAIM OR CAUSE OF ACTION RELEASED PURSUANT TO THIS THIRD PARTY RELEASE AGAINST ANY OF THE ALLY RELEASED PARTIES.

THE EXCULPATION IN ARTICLE IX.G OF THE PLAN PROVIDES:

THE EXCULPATED PARTIES SHALL NEITHER HAVE, NOR INCUR, ANY LIABILITY TO ANY ENTITY FOR ANY PRE-PETITION OR POST-PETITION ACT OR OMISSION TAKEN IN CONNECTION WITH, OR RELATED TO, FORMULATING, NEGOTIATING, PREPARING, DISSEMINATING, SOLICITING, IMPLEMENTING, ADMINISTERING, CONFIRMING, OR EFFECTING THE CONSUMMATION OF ANY PREPETITION PLAN SUPPORT AGREEMENTS, THE PLAN SUPPORT AGREEMENT, THE PLAN, THE DISCLOSURE STATEMENT, THE FGIC SETTLEMENT AGREEMENT, THE KESSLER SETTLEMENT AGREEMENT, THE RMBS SETTLEMENT, OR ANY CONTRACT, INSTRUMENT, RELEASE, OR OTHER AGREEMENT OR DOCUMENT CREATED OR ENTERED INTO IN CONNECTION WITH THE PLAN, PROVIDED, THAT THE FOREGOING PROVISIONS OF THIS EXCULPATION SHALL HAVE NO EFFECT ON THE LIABILITY OF ANY ENTITY THAT RESULTS FROM ANY SUCH ACT THAT IS DETERMINED IN A FINAL, NON-APPEALABLE ORDER TO HAVE CONSTITUTED GROSS NEGLIGENCE OR WILLFUL MISCONDUCT; PROVIDED, FURTHER, THAT THE EXCULPATED PARTIES SHALL BE ENTITLED TO RELY UPON THE ADVICE OF COUNSEL AND FINANCIAL ADVISORS CONCERNING HIS, HER, OR ITS DUTIES PURSUANT TO, OR IN CONNECTION WITH, ANY PREPETITION PLAN SUPPORT AGREEMENT, THE PLAN SUPPORT AGREEMENT, THE PLAN, THE DISCLOSURE STATEMENT, THE FGIC SETTLEMENT AGREEMENT, AND THE RMBS SETTLEMENT.

THE INJUNCTION IN ARTICLE IX.H OF THE PLAN PROVIDES:

EXCEPT AS OTHERWISE PROVIDED IN THE CONFIRMATION ORDER OR HEREIN AND IN ACCORDANCE WITH ARTICLE IX.E HEREOF, ALL ENTITIES, INCLUDING INVESTORS, WHO HAVE HELD, HOLD OR MAY HOLD CLAIMS, EQUITY INTERESTS, CAUSES OF ACTION OR LIABILITIES THAT CONSTITUTE RELEASED CLAIMS, ARE PERMANENTLY ENJOINED AND PRECLUDED, FROM AND AFTER THE EFFECTIVE DATE OF THE PLAN, FROM: (A) COMMENCING OR CONTINUING IN ANY MANNER OR ACTION OR OTHER PROCEEDING OF ANY KIND AGAINST ANY RELEASED PARTY WHETHER DIRECTLY, DERIVATIVELY OR OTHERWISE, ON ACCOUNT OF OR IN CONNECTION WITH OR WITH RESPECT TO ANY RELEASED CLAIMS; (B) ENFORCING, ATTACHING, COLLECTING OR RECOVERING BY ANY MANNER OR MEANS ANY JUDGMENT, AWARD, DECREE OR ORDER AGAINST ANY RELEASED PARTY ON ACCOUNT OF OR IN CONNECTION WITH OR WITH RESPECT TO ANY RELEASED CLAIMS; (C) CREATING, PERFECTING OR ENFORCING ANY LIEN (OTHER THAN ANY CHARGING LIEN OF A TRUSTEE UNDER ITS RESPECTIVE INDENTURE), CLAIM OR ENCUMBRANCE OF ANY KIND AGAINST ANY RELEASED PARTY ON ACCOUNT OF OR IN CONNECTION WITH OR WITH RESPECT TO ANY RELEASED CLAIMS; (D) ASSERTING ANY RIGHT TO SETOFF, SUBROGATION OR RECOUPMENT OF ANY KIND AGAINST ANY OBLIGATION DUE FROM ANY RELEASED PARTY ON ACCOUNT OF OR IN CONNECTION WITH OR WITH RESPECT TO ANY RELEASED CLAIMS UNLESS SUCH HOLDER HAS FILED A MOTION REQUESTING THE RIGHT TO PERFORM SUCH SETOFF ON OR BEFORE THE CONFIRMATION DATE, AND NOTWITHSTANDING ANY INDICATION IN A PROOF OF CLAIM OR EQUITY INTEREST OR OTHERWISE THAT SUCH HOLDER ASSERTS, HAS OR INTENDS TO PRESERVE ANY RIGHT OF SETOFF PURSUANT TO SECTION 553 OF THE BANKRUPTCY CODE OR OTHERWISE; (E) COMMENCING OR CONTINUING IN ANY MANNER OR ACTION OR OTHER PROCEEDING OF ANY KIND AGAINST ANY RELEASED PARTY ON ACCOUNT OF OR IN CONNECTION WITH OR WITH RESPECT TO ANY RELEASED CLAIMS; AND (F) SEEKING RELIEF OR COLLECTING JUDGMENTS ON AN INVESTOR-RELATED SECURITIES CLAIM IN A MANNER THAT FAILS TO CONFORM WITH THE TERMS OF THE JUDGMENT REDUCTION PROVISION SET FORTH IN THE PLAN AND THE CONFIRMATION ORDER; PROVIDED, THAT NOTHING CONTAINED HEREIN SHALL BE CONSTRUED TO PREVENT ANY ENTITY FROM OBJECTING TO CLAIMS OR DEFENDING AGAINST CLAIMS OBJECTIONS OR COLLECTION ACTIONS WHETHER BY ASSERTING A RIGHT OF SETOFF OR OTHERWISE TO THE EXTENT PERMITTED BY LAW. SUCH INJUNCTION SHALL EXTEND TO THE SUCCESSORS OF THE LIQUIDATING TRUST, IF ANY, AND TO THEIR RESPECTIVE PROPERTIES AND INTERESTS IN PROPERTY. ANY PERSON INJURED BY ANY WILLFUL VIOLATION OF THIS INJUNCTION SHALL BE ENTITLED TO RECOVER ACTUAL DAMAGES, INCLUDING COSTS AND ATTORNEYS' FEES AND, IN APPROPRIATE CIRCUMSTANCES, MAY RECOVER PUNITIVE DAMAGES FROM THE WILLFUL VIOLATOR.

ITEM 3. Certification as to Transcription of Information from Item 3 of the Beneficial Owner Ballots as to Class R-3 Junior Secured Notes Claims Voted Through Other Beneficial Owner Ballots.

The undersigned certifies that the undersigned has transcribed in the following table the information, if any, provided by Beneficial Owners in Item 3 of each of the Beneficial Owner's original Beneficial Owner Ballots, identifying any Class R-3 Junior Secured Notes Claims for which such Beneficial Owners have submitted other Beneficial Owner Ballots (e.g., to other voting nominees) other than to the undersigned:

Your Customer Account Number for Each Beneficial Holder Who Completed Item 3 of the Ballots	TRANSCRIBE FROM [ITEM 4] OF THE BALLOTS:			
	Account Number	Name of Holder	CUSIP Number or Description of Other Class R-3 Junior Secured Note Claims Voted	Principal Amount of Other Class R-3 Junior Secured Note Claims Voted
1.				\$
2.				\$
3.				\$
4.				\$
5.				\$
6.				\$
7.				\$
8.				\$
9.				\$
10.				\$

ITEM 4. Certification.

By signing this Master Ballot, the undersigned certifies that:

1. it has received a copy of the Disclosure Statement, the Beneficial Owner Ballots and the Solicitation Package and has delivered the same to the Beneficial Owners listed on the Beneficial Owner Ballots or to any intermediary nominee, as applicable;
2. it has received a completed and signed Beneficial Owner Ballot from each Beneficial Owner listed in Item 2 of this Master Ballot or from an intermediary nominee, as applicable;
3. it is the registered holder of the Class R-3 Junior Secured Notes Claims being voted, or an agent therefor;
4. it has been authorized by each such Beneficial Owner or intermediary nominee, as applicable, to vote on the Plan and to make applicable elections;
5. it has properly disclosed:
 - (i) the number of Beneficial Owners who completed Beneficial Owner Ballots;
 - (ii) the respective amounts of the Class R-3 Junior Secured Notes Claims by each Beneficial Owner who completed a Beneficial Owner Ballot;

- (iii) each such Beneficial Owner's respective vote concerning the Plan;
 - (iv) each such Beneficial Owner's certification as to other Class R-3 Junior Secured Notes Claims voted; and
 - (v) the customer account or other identification number for each such Beneficial Owner;
6. each such Beneficial Owner has certified to the undersigned or to an intermediary nominee, as applicable, that it is eligible to vote on the Plan; and
7. it will maintain Beneficial Owner Ballots and evidence of separate transactions returned by Beneficial Owners or by intermediary nominees (whether properly completed or defective) for at least one year after the Voting Deadline and disclose all such information to the Court or the Debtors, as the case may be, if so ordered.

Name of Nominee:	_____
	(Print or Type)
Participant Number:	_____
<input type="checkbox"/> Name of Proxy Holder or Agent for Nominee:	_____
	(Print or Type)
Social Security or Federal Tax Identification Number:	_____
Signature:	_____
Name of Signatory:	_____
	(If other than Nominee)
Title:	_____
Address:	_____

Date Completed:	_____

The Debtors will pay each Nominee's requested reasonable, documented costs and expenses associated with the distribution of copies of the Beneficial Owner Ballot and Solicitation Packages to the beneficial owners of the Junior Secured Notes Claims and tabulation of the Beneficial Owner Ballots. This Master Ballot is not a letter of transmittal and may not be used for any purpose other than to cast votes to accept or reject the Plan. Holders should not surrender, at this time, certificates representing their securities. KCC will not accept delivery of any such certificates surrendered together with a Master Ballot. Moreover, this Master Ballot shall not constitute or be deemed to be a proof of claim or equity interest or an assertion of a claim or equity interest.

**PLEASE COMPLETE, SIGN, AND DATE THIS MASTER
BALLOT AND RETURN IT PROMPTLY VIA FIRST CLASS MAIL,
OVERNIGHT COURIER SERVICE, OR HAND DELIVERY TO:**

**ResCap Balloting Center, c/o KCC,
599 Lexington Avenue, 39th Floor
New York, NY 10022**

**IF KCC DOES NOT ACTUALLY RECEIVE THIS MASTER BALLOT BY THE VOTING DEADLINE (AND IF
THE VOTING DEADLINE IS NOT EXTENDED), THE VOTES CAST HEREBY WILL NOT BE COUNTED.**

Exhibit JJ

NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS CONTAINED IN THE MATERIALS MAILED WITH THIS BALLOT OR OTHER MATERIALS AUTHORIZED BY THE BANKRUPTCY COURT.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)
) Case No. 12-12020 (MG)
)
RESIDENTIAL CAPITAL, LLC, et al.,) Chapter 11
)
Debtors.) Jointly Administered

**MASTER BALLOT FOR ACCEPTING OR REJECTING
THE JOINT CHAPTER 11 PLAN PROPOSED BY RESIDENTIAL
CAPITAL, LLC, ET AL. AND THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS**

CLASS RS-3 — JUNIOR SECURED NOTES CLAIMS

**PLEASE READ AND FOLLOW THE ENCLOSED VOTING INSTRUCTIONS
FOR COMPLETING THIS BALLOT CAREFULLY BEFORE
COMPLETING THIS BALLOT.**

On August 23, 2013, the United States Bankruptcy Court for the Southern District of New York (the “**Court**”) signed an order (the “**Disclosure Statement Order**”) which approved the Disclosure Statement dated August 23, 2013 (as the same may be amended, modified, and/or supplemented, including all exhibits thereto, the “**Disclosure Statement**”) with respect to the *Joint Chapter 11 Plan Proposed By Residential Capital, LLC, et al. and the Official Committee of Unsecured Creditors* (as the same may be amended, modified, and/or supplemented, including all exhibits or supplements thereto, including the Plan Supplement, the “**Plan**”) and which establishes certain procedures for the solicitation and tabulation of votes to accept or reject the Plan. The Plan was filed by the above-captioned debtors and debtors-in-possession (the “**Debtors**”) and the Official Committee of Unsecured Creditors (the “**Committee**,” and together with the Debtors, the “**Plan Proponents**”) on August 23, 2013. The Plan is Exhibit 1 to the Disclosure Statement, which is part of the package that accompanies this Ballot (the “**Solicitation Package**”). The Court’s approval of the Disclosure Statement does not indicate approval of the Plan by the Court.

The Plan Proponents have sent this Master Ballot to you because our records indicate that you are a broker, dealer, commercial bank, trust company, or other agent nominee (each, a “**Nominee**”) of a Beneficial Owner of Class RS-3 Junior Secured Notes Claims under the Plan as of August 16, 2013 (the “**Voting Record Date**”).¹

As a Nominee, you are required to immediately deliver a Solicitation Package, including a Beneficial Owner Ballot, to each Beneficial Owner for whom you hold Class RS-3 Junior Secured Notes Claims and take any action required to enable such Beneficial Owner to timely vote its Claim to accept or reject the Plan. You should include in each Solicitation Package a return envelope addressed to you (and not include a return envelope addressed to KCC), unless you choose to pre-validate such Beneficial Owner Ballot, in which case the Solicitation Package should include a return

¹ A “**Beneficial Owner**” means a beneficial owner of publicly-traded securities whose Claims have not been satisfied prior to the Voting Record Date (as defined below) pursuant to Bankruptcy Court order or otherwise, as reflected in the records maintained by the Nominees (or its own records if it holds such securities on its own behalf) holding Claims through UMB Bank, N.A., as indenture trustee or successor indenture trustee under the Junior Secured Notes Indenture, together with its respective successors and assigns.

envelope addressed only to KCC. With respect to any Beneficial Owner Ballots returned to you, you must (1) execute this Master Ballot so as to reflect the voting instructions given to you in the Beneficial Owner Ballots by the Beneficial Owners for whom you hold Class RS-3 Junior Secured Notes Claims and (2) forward this Master Ballot to KCC in accordance with the Master Ballot Instructions accompanying this Master Ballot.

If you are both the record holder and a Beneficial Owner of any Class RS-3 Junior Secured Notes Claims and you wish to vote the Class [RS-3] Junior Secured Notes Claims for which you are a Beneficial Owner, you may complete a Beneficial Owner Ballot or this Master Ballot with respect to such Class RS-3 Junior Secured Notes Claims.

Your rights are described in the Disclosure Statement, which was included in the Solicitation Package you are receiving with this Ballot (as well as the Plan, Disclosure Statement Order and certain other materials). If you received Solicitation Package materials in CD-ROM format and desire paper copies, or if you need to obtain additional solicitation materials, you may contact Kurtzman Carson Consultants LLC ("**KCC**") (a) at the ResCap restructuring website at www.kccllc.net/rescap, (b) upon request by mail to ResCap Balloting Center, c/o, KCC, 2335 Alaska Ave., El Segundo, California, 90245, (c) upon request by calling the ResCap restructuring hotline at (888) 251-2914, or (d) for a fee via PACER at www.nysb.uscourts.gov (a PACER login and password are required to access documents on the Court's website and can be obtained through the PACER Service Center at www.pacer.psc.uscourts.gov). Copies of the Plan and Disclosure Statement may also be examined by interested parties between the hours of 9:00 a.m. and 4:30 p.m. (Eastern Time) at the office of the Clerk of the Bankruptcy Court, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 511, New York, New York 10004.

ARTICLE IX OF THE PLAN CONTAINS RELEASE, EXCULPATION, AND
INJUNCTION PROVISIONS, AND ARTICLE IX.D CONTAINS A THIRD PARTY RELEASE.

IF YOU: (1) VOTE TO ACCEPT THE PLAN, OR (2) FAIL TO TIMELY AND/OR PROPERLY
SUBMIT A BALLOT, YOU WILL BE DEEMED TO HAVE CONSENTED TO THE THIRD
PARTY RELEASE CONTAINED IN ARTICLE IX.D OF THE PLAN, THE EXCULPATION
PROVISION CONTAINED IN ARTICLE IX.G OF THE PLAN, AND THE INJUNCTION PROVISION
CONTAINED IN ARTICLE IX.H OF THE PLAN, EACH COPIED BELOW.

REGARDLESS AS TO HOW OR WHETHER YOU VOTED ON THE PLAN, IF THE PLAN IS
CONFIRMED, THE RELEASE, EXCULPATION AND INJUNCTION PROVISIONS
CONTAINED IN ARTICLE IX OF THE PLAN WILL BE BINDING UPON YOU. THUS,
YOU ARE ADVISED TO REVIEW AND CONSIDER THE PLAN CAREFULLY BECAUSE
YOUR RIGHTS MIGHT BE AFFECTED THEREUNDER.

VOTING INSTRUCTIONS

1. All capitalized terms used in the Master Ballot or these instructions but not otherwise defined therein shall have the meanings ascribed to them in the Plan or the Disclosure Statement Order, as applicable. In the event of a conflict between the Plan, the Master Ballot and the Disclosure Statement, the terms of the Plan shall control.
2. You should immediately distribute Solicitation Package(s), including Beneficial Owners Ballots, to each Beneficial Owner (or intermediary nominees, if applicable) of Class RS-3 Junior Secured Notes Claims, and take any action required to enable each such Beneficial Owner to timely vote their Claims.
3. If you are both the record holder and the Beneficial Owner of any principal amount of the Class RS-3 Junior Secured Notes Claims and you wish to vote any Class RS-3 Junior Secured Notes Claims on account thereof, you may complete and execute either an individual Beneficial Owner Ballot or a Master Ballot and return the same to KCC in accordance with these instructions.
4. If you are transmitting the votes of any Beneficial Owners other than yourself, you may, at your option, elect to pre-validate the Beneficial Owner Ballots sent to you by KCC. Based on your decision as to whether or not to

pre-validate Beneficial Owners Ballots, the instructions in either paragraph (5) or paragraph (6) apply (but not both).

5. **PRE-VALIDATED BENEFICIAL OWNER BALLOTS:** A Nominee “pre-validates” a Beneficial Owner Ballot by indicating thereon the Beneficial Owner of the Class RS-3 Junior Secured Notes Claims voted the amount of the Class RS-3 Junior Secured Notes Claims held by the Beneficial Owner and the appropriate account numbers through which the Beneficial Owner’s holdings are derived. If you choose to pre-validate individual Beneficial Owner Ballots, you must immediately: (a) “pre-validate” the individual Beneficial Owner Ballot contained in the Solicitation Package sent to you by KCC, and (b) forward the Solicitation Package to the Beneficial Owner for voting, including:
- (i) the pre-validated Beneficial Owner Ballot;
 - (ii) a return envelope addressed to KCC as follows: ResCap Balloting Center, c/o KCC, 599 Lexington Avenue, 39th Floor, New York, NY 10022; and
 - (iii) clear instructions stating that Beneficial Owners must return their pre-validated Beneficial Owner Ballot directly to KCC so that it is **actually received** by KCC on or before 7:00 pm (Eastern Time) on October 21, 2013 (the “Voting Deadline”).
6. **NON PRE-VALIDATED BENEFICIAL OWNER BALLOTS:** If you do NOT choose to pre-validate individual Beneficial Owner Ballots, you must:
- (i) immediately forward the Solicitation Package(s) sent to you by KCC to each Beneficial Owner for voting, including: (a) the Beneficial Owner Ballot; (b) a return envelope addressed to the Nominee; and (c) clear instructions stating that Beneficial Owners must return their Beneficial Owner Ballot directly to the Nominee so that it is actually received by the Nominee on or before that date (“**Return Date**”) calculated by the Nominee so as to afford the Nominee with enough time to prepare the Master Ballot and return the Master Ballot to KCC so it is **actually received** by KCC on or before the Voting Deadline, which Return Date the Nominee must also insert in the blank on the first page of the Beneficial Owner Ballot before transmitting it to the Beneficial Owner; and
 - (ii) upon receipt of completed and executed Beneficial Owner Ballots returned to you by a Beneficial Owner (or intermediary nominee), you must:
 - a. compile and validate the votes and other relevant information of each such Beneficial Owner on the Master Ballot using the customer account number or other identification number assigned by you or an intermediary nominee to each such Beneficial Owner;
 - b. execute the Master Ballot;
 - c. transmit such Master Ballot to KCC by the Voting Deadline; and
 - d. retain such Beneficial Owner Ballots in your files for a period of one year after the Effective Date of the Plan (as you may be ordered to produce the Beneficial Owner Ballots to the Debtors or the Court).
7. If a Master Ballot is received after the Voting Deadline and if the Voting Deadline is not extended, it will not be counted. Additionally, the following Master Ballots (and therefore Beneficial Owner Ballots) will NOT be counted:

- (i) Master Ballots sent to any of the Debtors, the Debtors' agents (other than KCC) or the Debtors' financial or legal advisors;
 - (ii) Master Ballots sent by facsimile, e-mail or any other electronic means;
 - (iii) any Master Ballot that is illegible or contains insufficient information to permit the identification of the Beneficial Owner of the Claim;
 - (iv) any Master Ballot cast by an entity that does not hold a Claim in a Class that is entitled to vote on the Plan;
 - (v) any unsigned Master Ballot;
 - (vi) any Master Ballot not marked to accept or reject the Plan or the portion of any Master Ballot that is marked, with respect to a single account number, both to accept and reject the Plan; and/or
 - (vii) any Master Ballot submitted by any entity not entitled to vote pursuant to the Disclosure Statement Order.
8. Any Ballot returned to you by a Beneficial Owner of a Claim or intermediary nominee shall not be counted for purposes of accepting or rejecting the Plan until you properly complete and deliver to KCC a Master Ballot that reflects the vote of such Beneficial Owners or intermediary nominees by the Voting Deadline or otherwise validate the Beneficial Owner Ballot in a manner acceptable to KCC.
9. The method of delivery of Master Ballots to KCC is at the election and risk of each Nominee. Except as otherwise provided herein, such delivery will be deemed made only when KCC **actually receives** the originally executed Master Ballot. Instead of effecting delivery by first-class mail, it is recommended, though not required, that Nominees use an overnight or hand delivery service. Facsimile or other electronic transmissions of this Master Ballot will not be accepted. In all cases, Nominees should allow sufficient time to assure timely delivery.
10. If multiple Master Ballots are received from the same Nominee with respect to the same Beneficial Owner Ballot belonging to a Beneficial Owner of a Claim prior to the Voting Deadline, the last Master Ballot timely received will supersede and revoke any earlier received Master Ballots.
11. The Master Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan and make certifications with respect to the Beneficial Owner Ballots. Accordingly, at this time, holders of Claims should not surrender certificates or instruments representing their Claims and you should not accept delivery of any such certificates or instruments surrendered together with a Beneficial Owner Ballot.
12. This Master Ballot does not constitute, and shall not be deemed to be, (a) a Proof of Claim or (b) an assertion or admission of a Claim.
13. **Please be sure to properly execute your Master Ballot.** You must: (a) sign and date your Master Ballot; (b) if applicable, indicate that you are signing a Master Ballot in your capacity as a trustee, executor, administrator, guardian, attorney in fact, officer of a corporation or otherwise acting in a fiduciary or representative capacity and, if required or requested by KCC, the Plan Proponents or the Court, submit proper evidence to the requesting party to so act on behalf of such Beneficial Owner; and (c) provide your name and mailing address if it is different from that set forth on the attached mailing label or if no such mailing label is attached to the Master Ballot.
14. No fees or commissions or other remuneration will be payable to any Nominee for soliciting Beneficial Owner Ballots accepting the Plan. The Debtors will however, upon written request, reimburse you for reasonable and customary mailing and handling expenses incurred by you in forwarding the Beneficial Owner Ballots and other enclosed materials to your customers.

PLEASE MAIL YOUR BALLOT PROMPTLY. FACSIMILE OR OTHER ELECTRONIC (INCLUDING E-MAIL) TRANSMISSION OF THIS MASTER BALLOT WILL NOT BE ACCEPTED.

IF YOU HAVE ANY QUESTIONS REGARDING THIS MASTER BALLOT OR THE VOTING PROCEDURES, PLEASE CONTACT KCC BY: (A) WRITING TO RESIDENTIAL CAPITAL, LLC, C/O KURTZMAN CARSON CONSULTANTS LLC, 2335 ALASKA AVENUE, EL SEGUNDO, CALIFORNIA 90245; OR (B) TELEPHONE AT (877) 833-4150. PLEASE NOTE THAT KCC IS NOT AUTHORIZED TO, AND WILL NOT, PROVIDE LEGAL ADVICE.

**If KCC does not actually receive this Master Ballot on or before
the Voting Deadline, and if the Voting Deadline is not extended, the Beneficial
Owners' votes transmitted hereby will not be counted.**

ITEM 1. Claim Amount for Voting Purposes. The undersigned certifies that as of August 16, 2013 (the "**Voting Record Date**"), the undersigned (please check the applicable box):

- ☐ is a Nominee for the Beneficial Owners of the aggregate amount of Class RS-3 Junior Secured Note Claims listed in Item 2 below and is the registered holder of the Class RS-3 Junior Secured Note Claims represented by any such Class RS-3 Junior Secured Note Claims;
- ☐ is acting under a power of attorney and/or agency agreement (a copy of which will be provided upon request) granted by a Nominee that is the registered holder of the aggregate amount of Class RS-3 Junior Secured Note Claims listed in Item 2 below; or
- ☐ has been granted a proxy (an original of which is annexed hereto) from (a) a Nominee or (b) a Beneficial Owner, that is the registered holder of the aggregate amount of the Class RS-3 Junior Secured Note Claims listed in Item 2 below and, accordingly, has full power and authority to vote to accept or reject the Plan on behalf of the Beneficial Owners of the Class RS-3 Junior Secured Note Claims described in Item 2 below.

ITEM 2. Vote With Respect to Class RS-3 Junior Secured Notes Claims.

Number of Beneficial Owners: The undersigned transmits the following votes of Beneficial Owners in respect of their Class RS-3 Junior Secured Notes Claims. The undersigned certifies that the following Beneficial Owners of such Claims, as identified by their respective customer account numbers set forth below, are Beneficial Owners of the Class RS-3 Junior Secured Notes Claims and as of the Voting Record Date have delivered to the undersigned, as Nominee, Beneficial Owner Ballots casting such votes.

To Properly Complete the Following Table: Indicate in the appropriate column below the aggregate principal amount voted for each account (please use additional sheets of paper if necessary and, if possible, attach such information to this Master Ballot in the form of the following table). **Please note:** (1) each account of a Beneficial Owner must vote all such Beneficial Owner's Class RS-3 Junior Secured Notes Claims to accept or reject the Plan and may not split such vote; and (2) any Beneficial Owner Ballot executed by the Beneficial Owner that does not indicate an acceptance or rejection of the Plan or that indicates both an acceptance and a rejection should not be counted as either an acceptance or a rejection of the Plan.

ITEM 2(A). For those holders of Junior Secured Notes Claims, if any, who chose to accept or reject all 51 chapter 11 plans, as indicated in **Item 2 of the Beneficial Owner Ballot**, please indicate, in the appropriate column in the table below, the aggregate principal amount voted for each account or attach such information to this Master Ballot in the form of the following table. Please note that each account of a Beneficial Owner must vote the full amount of such Beneficial Owner's Junior Secured Notes Claims to accept or reject the Plan and may not split the amount of such vote. Do not count any Beneficial Owner Ballot executed by the Beneficial Owner that does not indicate a clear acceptance or

rejection of Plan or that indicates both an acceptance and a rejection of each of the 51 chapter 11 plans (you may include additional sheets as needed and attach them to this Master Ballot).

VOTE(S) ON CHAPTER 11 PLAN		
Your Customer Account Number for Each Beneficial Holder of Voting Class RS-3 Junior Secured Note Claim	ACCEPT THE PLAN	REJECT THE PLAN
1.	\$	\$
2.	\$	\$
3.	\$	\$
4.	\$	\$
5.	\$	\$
6.	\$	\$
7.	\$	\$
8.	\$	\$
9.	\$	\$
10.	\$	\$
TOTALS:	\$	\$

[Remainder of Page Intentionally Left Blank]

Item 2B. For those holders of Junior Secured Notes Claims, if any, who chose to accept some of the 51 chapter 11 plans and to reject some of the 51 chapter 11 plans, as indicated in **Item 2** of the Beneficial Owner Ballot, please indicate, in the appropriate columns in the table below, the account number, aggregate principal amount, and vote to accept or reject the Plan *by Debtor entity*, or attach such information to this Master Ballot in the form of the following table. Please note that each account of a Beneficial Owner must vote the full amount of such Beneficial Owner's Junior Secured Notes Claims to accept or reject the Plan and may not split the amount of such vote. Do not count any Beneficial Owner Ballot executed by the Beneficial Owner that does not indicate a clear acceptance or rejection of a given Plan (you may include additional sheets as needed and attach them to this Master Ballot).

<u>Debtor</u>	Account Number #1: _____		Account Number #2: _____		Account Number #3: _____	
	Amount Being Voted by Account Number #1: \$ _____		Amount Being Voted by Account Number #2: \$ _____		Amount Being Voted by Account Number #3: \$ _____	
	ACCEPT	REJECT	ACCEPT	REJECT	ACCEPT	REJECT
1. ditech, LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. DOA Holding Properties, LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. DOA Properties IX (Lots-Other), LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. EPRE LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Equity Investment I, LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. ETS of Virginia, Inc.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. ETS of Washington, Inc.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Executive Trustee Services, LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. GMAC-RFC Holding Company, LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. GMAC Model Home Finance I, LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. GMAC Mortgage USA Corporation	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

<u>Debtor</u>	Account Number #1: _____		Account Number #2: _____		Account Number #3: _____	
	Amount Being Voted by Account Number #1: \$ _____		Amount Being Voted by Account Number #2: \$ _____		Amount Being Voted by Account Number #3: \$ _____	
	ACCEPT	REJECT	ACCEPT	REJECT	ACCEPT	REJECT
12. GMAC Mortgage, LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. GMAC Residential Holding Company, LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. GMACRH Settlement Services, LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15. GMACM Borrower LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16. GMACM REO LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
17. GMACR Mortgage Products, LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
18. HFN REO SUBII, LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
19. Home Connects Lending Services, LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
20. Homecomings Financial Real Estate Holdings, LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
21. Homecomings Financial, LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
22. Ladue Associates, Inc.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
23. Passive Asset Transactions, LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
24. PATI A, LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

<u>Debtor</u>	Account Number #1: _____		Account Number #2: _____		Account Number #3: _____	
	Amount Being Voted by Account Number #1: \$ _____		Amount Being Voted by Account Number #2: \$ _____		Amount Being Voted by Account Number #3: \$ _____	
	ACCEPT	REJECT	ACCEPT	REJECT	ACCEPT	REJECT
25. PATI B, LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
26. PATI Real Estate Holdings, LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
27. RAHI A, LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
28. RAHI B, LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
29. RAHI Real Estate Holdings, LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
30. RCSFJV2004, LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
31. Residential Accredit Loans, Inc.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
32. Residential Asset Mortgage Products, Inc.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
33. Residential Asset Securities Corporation	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
34. Residential Capital, LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
35. Residential Consumer Services of Alabama, LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
36. Residential Consumer Services of Ohio, LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
37. Residential Consumer Services of Texas, LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
38. Residential Consumer Services, LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

<u>Debtor</u>	Account Number #1: _____		Account Number #2: _____		Account Number #3: _____	
	Amount Being Voted by Account Number #1: \$ _____		Amount Being Voted by Account Number #2: \$ _____		Amount Being Voted by Account Number #3: \$ _____	
	ACCEPT	REJECT	ACCEPT	REJECT	ACCEPT	REJECT
39. Residential Funding Company, LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
40. Residential Funding Mortgage Exchange, LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
41. Residential Funding Mortgage Securities I, Inc.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
42. Residential Funding Mortgage Securities II, Inc.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
43. Residential Funding Real Estate Holdings, LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
44. Residential Mortgage Real Estate Holdings, LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
45. RFC – GSAP Servicer Advance, LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
46. RFC Asset Holdings II, LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
47. RFC Asset Management, LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
48. RFC Borrower LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
49. RFC Construction Funding, LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
50. RFC REO LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
51. RFC SFJV-2002, LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

THE RELEASE IN ARTICLE IX.D OF THE PLAN PROVIDES:

ON AND AS OF THE EFFECTIVE DATE OF THE PLAN, THE HOLDERS OF CLAIMS AND EQUITY INTERESTS, SHALL BE DEEMED TO PROVIDE A FULL AND COMPLETE DISCHARGE AND RELEASE TO THE ALLY RELEASED PARTIES AND THEIR RESPECTIVE PROPERTY FROM ANY AND ALL CAUSES OF ACTION WHATSOEVER, WHETHER KNOWN OR UNKNOWN, ASSERTED OR UNASSERTED, DERIVATIVE OR DIRECT, FORESEEN OR UNFORESEEN, EXISTING OR HEREINAFTER ARISING, IN LAW, EQUITY, OR OTHERWISE, WHETHER FOR TORT, FRAUD, CONTRACT, VIOLATIONS OF FEDERAL OR STATE SECURITIES LAWS, VEIL PIERCING OR ALTER-EGO THEORIES OF LIABILITY, CONTRIBUTION, INDEMNIFICATION, JOINT LIABILITY, OR OTHERWISE, ARISING FROM OR RELATED IN ANY WAY TO THE DEBTORS, INCLUDING THOSE IN ANY WAY RELATED TO RMBS ISSUED AND/OR SOLD BY THE DEBTORS OR THEIR AFFILIATES AND/OR THE CHAPTER 11 CASES OR THE PLAN, AND ANY OBLIGATIONS UNDER THE DOJ/AG SETTLEMENT, THE CONSENT ORDER, AND THE ORDER OF ASSESSMENT.

ENTRY OF THE CONFIRMATION ORDER SHALL CONSTITUTE THE BANKRUPTCY COURT'S APPROVAL, UNDER SECTION 1123 OF THE BANKRUPTCY CODE AND BANKRUPTCY RULE 9019, OF THE THIRD PARTY RELEASE, AND FURTHER, SHALL CONSTITUTE THE BANKRUPTCY COURT'S FINDING THAT THIS THIRD PARTY RELEASE IS: (1) IN EXCHANGE FOR THE GOOD, VALUABLE AND SUBSTANTIAL CONSIDERATION PROVIDED BY THE ALLY RELEASED PARTIES; (2) IN THE BEST INTERESTS OF THE DEBTORS, THE ESTATES, THE LIQUIDATING TRUST AND ALL HOLDERS OF CLAIMS AND EQUITY INTERESTS; (3) FAIR, EQUITABLE AND REASONABLE; (4) GIVEN AND MADE AFTER DUE NOTICE AND OPPORTUNITY FOR A HEARING; (5) JUSTIFIED BY TRULY UNUSUAL CIRCUMSTANCES; (6) AN ESSENTIAL COMPONENT AND CRITICAL TO THE SUCCESS OF THE PLAN; (7) RESULTED IN DISTRIBUTIONS TO THE CREDITORS THAT WOULD OTHERWISE HAVE BEEN UNAVAILABLE; (8) THE RESULT OF AN IDENTITY OF INTEREST BETWEEN THE DEBTORS AND THE ALLY RELEASED PARTIES REGARDING THE PLAN; AND (9) A BAR TO ANY PARTY ASSERTING A CLAIM OR CAUSE OF ACTION RELEASED PURSUANT TO THIS THIRD PARTY RELEASE AGAINST ANY OF THE ALLY RELEASED PARTIES.

THE EXCULPATION IN ARTICLE IX.G OF THE PLAN PROVIDES:

THE EXCULPATED PARTIES SHALL NEITHER HAVE, NOR INCUR, ANY LIABILITY TO ANY ENTITY FOR ANY PRE-PETITION OR POST-PETITION ACT OR OMISSION TAKEN IN CONNECTION WITH, OR RELATED TO, FORMULATING, NEGOTIATING, PREPARING, DISSEMINATING, SOLICITING, IMPLEMENTING, ADMINISTERING, CONFIRMING, OR EFFECTING THE CONSUMMATION OF ANY PREPETITION PLAN SUPPORT AGREEMENTS, THE PLAN SUPPORT AGREEMENT, THE PLAN, THE DISCLOSURE STATEMENT, THE FGIC SETTLEMENT AGREEMENT, THE KESSLER SETTLEMENT AGREEMENT, THE RMBS SETTLEMENT, OR ANY CONTRACT, INSTRUMENT, RELEASE, OR OTHER AGREEMENT OR DOCUMENT CREATED OR ENTERED INTO IN CONNECTION WITH THE PLAN, PROVIDED, THAT THE FOREGOING PROVISIONS OF THIS EXCULPATION SHALL HAVE NO EFFECT ON THE LIABILITY OF ANY ENTITY THAT RESULTS FROM ANY SUCH ACT THAT IS DETERMINED IN A FINAL, NON-APPEALABLE ORDER TO HAVE CONSTITUTED GROSS NEGLIGENCE OR WILLFUL MISCONDUCT; PROVIDED, FURTHER, THAT THE EXCULPATED PARTIES SHALL BE ENTITLED TO RELY UPON THE ADVICE OF COUNSEL AND FINANCIAL ADVISORS CONCERNING HIS, HER, OR ITS DUTIES PURSUANT TO, OR IN CONNECTION WITH, ANY PREPETITION PLAN SUPPORT AGREEMENT, THE PLAN SUPPORT AGREEMENT, THE PLAN, THE DISCLOSURE STATEMENT, THE FGIC SETTLEMENT AGREEMENT, AND THE RMBS SETTLEMENT.

THE INJUNCTION IN ARTICLE IX.H OF THE PLAN PROVIDES:

EXCEPT AS OTHERWISE PROVIDED IN THE CONFIRMATION ORDER OR HEREIN AND IN ACCORDANCE WITH ARTICLE IX.E HEREOF, ALL ENTITIES, INCLUDING INVESTORS, WHO HAVE HELD, HOLD OR MAY HOLD CLAIMS, EQUITY INTERESTS, CAUSES OF ACTION OR LIABILITIES THAT CONSTITUTE RELEASED CLAIMS, ARE PERMANENTLY ENJOINED AND PRECLUDED, FROM AND AFTER THE EFFECTIVE DATE OF THE PLAN, FROM: (A) COMMENCING OR CONTINUING IN ANY MANNER OR ACTION OR OTHER PROCEEDING OF ANY KIND AGAINST ANY RELEASED PARTY WHETHER DIRECTLY, DERIVATIVELY OR OTHERWISE, ON ACCOUNT OF OR IN CONNECTION WITH OR WITH RESPECT TO ANY RELEASED CLAIMS; (B) ENFORCING, ATTACHING, COLLECTING OR RECOVERING BY ANY MANNER OR MEANS ANY JUDGMENT, AWARD, DECREE OR ORDER AGAINST ANY RELEASED PARTY ON ACCOUNT OF OR IN CONNECTION WITH OR WITH RESPECT TO ANY RELEASED CLAIMS; (C) CREATING, PERFECTING OR ENFORCING ANY LIEN (OTHER THAN ANY CHARGING LIEN OF A TRUSTEE UNDER ITS RESPECTIVE INDENTURE), CLAIM OR ENCUMBRANCE OF ANY KIND AGAINST ANY RELEASED PARTY ON ACCOUNT OF OR IN CONNECTION WITH OR WITH RESPECT TO ANY RELEASED CLAIMS; (D) ASSERTING ANY RIGHT TO SETOFF, SUBROGATION OR RECOUPMENT OF ANY KIND AGAINST ANY OBLIGATION DUE FROM ANY RELEASED PARTY ON ACCOUNT OF OR IN CONNECTION WITH OR WITH RESPECT TO ANY RELEASED CLAIMS UNLESS SUCH HOLDER HAS FILED A MOTION REQUESTING THE RIGHT TO PERFORM SUCH SETOFF ON OR BEFORE THE CONFIRMATION DATE, AND NOTWITHSTANDING ANY INDICATION IN A PROOF OF CLAIM OR EQUITY INTEREST OR OTHERWISE THAT SUCH HOLDER ASSERTS, HAS OR INTENDS TO PRESERVE ANY RIGHT OF SETOFF PURSUANT TO SECTION 553 OF THE BANKRUPTCY CODE OR OTHERWISE; (E) COMMENCING OR CONTINUING IN ANY MANNER OR ACTION OR OTHER PROCEEDING OF ANY KIND AGAINST ANY RELEASED PARTY ON ACCOUNT OF OR IN CONNECTION WITH OR WITH RESPECT TO ANY RELEASED CLAIMS; AND (F) SEEKING RELIEF OR COLLECTING JUDGMENTS ON AN INVESTOR-RELATED SECURITIES CLAIM IN A MANNER THAT FAILS TO CONFORM WITH THE TERMS OF THE JUDGMENT REDUCTION PROVISION SET FORTH IN THE PLAN AND THE CONFIRMATION ORDER; PROVIDED, THAT NOTHING CONTAINED HEREIN SHALL BE CONSTRUED TO PREVENT ANY ENTITY FROM OBJECTING TO CLAIMS OR DEFENDING AGAINST CLAIMS OBJECTIONS OR COLLECTION ACTIONS WHETHER BY ASSERTING A RIGHT OF SETOFF OR OTHERWISE TO THE EXTENT PERMITTED BY LAW. SUCH INJUNCTION SHALL EXTEND TO THE SUCCESSORS OF THE LIQUIDATING TRUST, IF ANY, AND TO THEIR RESPECTIVE PROPERTIES AND INTERESTS IN PROPERTY. ANY PERSON INJURED BY ANY WILLFUL VIOLATION OF THIS INJUNCTION SHALL BE ENTITLED TO RECOVER ACTUAL DAMAGES, INCLUDING COSTS AND ATTORNEYS' FEES AND, IN APPROPRIATE CIRCUMSTANCES, MAY RECOVER PUNITIVE DAMAGES FROM THE WILLFUL VIOLATOR.

ITEM 3. Certification as to Transcription of Information from Item 3 of the Beneficial Owner Ballots as to Class RS-3 Junior Secured Notes Claims Voted Through Other Beneficial Owner Ballots.

The undersigned certifies that the undersigned has transcribed in the following table the information, if any, provided by Beneficial Owners in Item 3 of each of the Beneficial Owner's original Beneficial Owner Ballots, identifying any Class RS-3 Junior Secured Notes Claims for which such Beneficial Owners have submitted other Beneficial Owner Ballots (*e.g.*, to other voting nominees) other than to the undersigned:

Your Customer Account Number for Each Beneficial Holder Who Completed Item 3 of the Ballots	TRANSCRIBE FROM [ITEM 4] OF THE BALLOTS:			
	Account Number	Name of Holder	CUSIP Number or Description of Other Class RS-3 Junior Secured Note Claims Voted	Principal Amount of Other Class RS-3 Junior Secured Note Claims Voted
1.				\$
2.				\$
3.				\$
4.				\$
5.				\$
6.				\$
7.				\$
8.				\$
9.				\$
10.				\$

ITEM 4. Certification.

By signing this Master Ballot, the undersigned certifies that:

1. it has received a copy of the Disclosure Statement, the Beneficial Owner Ballots and the Solicitation Package and has delivered the same to the Beneficial Owners listed on the Beneficial Owner Ballots or to any intermediary nominee, as applicable;
2. it has received a completed and signed Beneficial Owner Ballot from each Beneficial Owner listed in Item 2 of this Master Ballot or from an intermediary nominee, as applicable;
3. it is the registered holder of the Class R-3 Junior Secured Notes Claims being voted, or an agent therefor;
4. it has been authorized by each such Beneficial Owner or intermediary nominee, as applicable, to vote on the Plan and to make applicable elections;
5. it has properly disclosed:
 - (i) the number of Beneficial Owners who completed Beneficial Owner Ballots;
 - (ii) the respective amounts of the Class R-3 Junior Secured Notes Claims by each Beneficial Owner who completed a Beneficial Owner Ballot;

- (iii) each such Beneficial Owner's respective vote concerning the Plan;
 - (iv) each such Beneficial Owner's certification as to other Class R-3 Junior Secured Notes Claims voted; and
 - (v) the customer account or other identification number for each such Beneficial Owner;
6. each such Beneficial Owner has certified to the undersigned or to an intermediary nominee, as applicable, that it is eligible to vote on the Plan; and
7. it will maintain Beneficial Owner Ballots and evidence of separate transactions returned by Beneficial Owners or by intermediary nominees (whether properly completed or defective) for at least one year after the Voting Deadline and disclose all such information to the Court or the Debtors, as the case may be, if so ordered.

Name of Nominee:	_____
	(Print or Type)
Participant Number:	_____
<input type="checkbox"/> Name of Proxy Holder or Agent for Nominee:	_____
	(Print or Type)
Social Security or Federal Tax Identification Number:	_____
Signature:	_____
Name of Signatory:	_____
	(If other than Nominee)
Title:	_____
Address:	_____

Date Completed:	_____

The Debtors will pay each Nominee's requested reasonable, documented costs and expenses associated with the distribution of copies of the Beneficial Owner Ballot and Solicitation Packages to the beneficial owners of the Junior Secured Notes Claims and tabulation of the Beneficial Owner Ballots. This Master Ballot is not a letter of transmittal and may not be used for any purpose other than to cast votes to accept or reject the Plan. Holders should not surrender, at this time, certificates representing their securities. KCC will not accept delivery of any such certificates surrendered together with a Master Ballot. Moreover, this Master Ballot shall not constitute or be deemed to be a proof of claim or equity interest or an assertion of a claim or equity interest.

**PLEASE COMPLETE, SIGN, AND DATE THIS MASTER
BALLOT AND RETURN IT PROMPTLY VIA FIRST CLASS MAIL,
OVERNIGHT COURIER SERVICE, OR HAND DELIVERY TO:**

**ResCap Balloting Center, c/o KCC,
599 Lexington Avenue, 39th Floor
New York, NY 10022**

**IF KCC DOES NOT ACTUALLY RECEIVE THIS MASTER BALLOT BY THE VOTING DEADLINE (AND IF
THE VOTING DEADLINE IS NOT EXTENDED), THE VOTES CAST HEREBY WILL NOT BE COUNTED.**